

From: Jules Trefler
Sent: Monday, October 01, 2012 10:38 AM
To: Don Geisinger
Subject: P8-now Archstone

Attachments: image001.jpg

Hi Don,

I was informed that P8 parcel was transferred to Archstone. This was confirmed by Decron accounting and Archstone production manager handling the on-going construction.

I need information on security deposit given to us by Archstone on closing.

I also need to the signed lease.

Please advise.

Thank you

Jules Trefler, Senior Real Property Agent

Asset Management Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way

Marina del Rey, CA 90292

Office: 310-301-6096

Fax: 310-821-6345

email: jtrefler@bh.lacounty.gov <<mailto:jdove@bh.lacounty.gov>>

From: Adriana Zarate-Lee
Sent: Friday, September 28, 2012 10:47 AM
To: 'Heintz, Jeffrey'

Cc: Don Geisinger
Subject: RE: CONGRATULATIONS! Re: Escrow No. 126750299-x40 (Bay Club)

Attachments: image001.jpg

Okay.

Thank you,

Adriana Zarate-Lee

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Friday, September 28, 2012 10:46 AM
To: Adriana Zarate-Lee
Cc: Don Geisinger
Subject: FW: CONGRATULATIONS! Re: Escrow No. 126750299-x40 (Bay Club)

Adriana:

See below. The wire from Chicago Title should be received today or at the latest on Monday.

Jeff

From: Gervasi, Terri [mailto:Terri.Gervasi@CTT.com]
Sent: Friday, September 28, 2012 10:41 AM
To: David Nagel; Jack Nagel; Elias Danho; Tom Schiff; 'gcampbell@archstonemail.com'; 'mpeppercorn@archstonemail.com'; 'jdominguez@archstonemail.com'; 'treif@archstonemail.com'; Ruby, Rick; Meldrum, Amanda; Hall (Chicago), David V.; Berkoff, Adam T.; Lamprecht, Krystle; Heintz, Jeffrey
Cc: Miyamoto, George; Harris, Gregory; Green, Kevin; Lulu Reyes; Harrill, Marley; Chio, Susan; Jansen, Frank; Ortiz, Ray
Subject: CONGRATULATIONS! Re: Escrow No. 126750299-x40 (Bay Club)

Dear Clients,

Congratulations! The above referenced transaction has been deemed closed, funds are being disbursed and documents will be sent for recording.

It has been a pleasure working with you!

Thank you,

Terri

Terri Gervasi, Assistant Vice President/Senior Commercial Escrow Officer, SoCal Commercial Center

700 South Flower Street, Suite 800, Los Angeles, CA. 90017

Phone 213.488.4379, Fax 213.612.4110,

terri.gervasi@ctt.com

Chicago Title Company - Privileged & Confidential

Escrow Team:

Maria Martinez, Commercial Escrow Officer, 213-488-4326, maria.martinez@ctt.com

Lynette Milan, Escrow Officer, 213-612-4190, milanl@ctt.com <mailto:lynette.milan@ctt.com>

Fran Maloney, Escrow Officer, 213-488-4355, fran.maloney@ctt.com

=====

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]

Sent: Friday, September 28, 2012 10:46 AM

To: Adriana Zarate-Lee

Cc: Don Geisinger
Subject:FW: CONGRATULATIONS! Re: Escrow No. 126750299-x40 (Bay Club)

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To: David Nagel; Jack Nagel; Elias Danho; Tom Schiff; 'gcampbell@archstonemail.com';
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Ruby, Rick; Meldrum, Amanda; Hall (Chicago), David V.; Berkoff, Adam T.; Lamprecht, Krystle; Heintz,
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Fran Maloney, Escrow Officer, 213-488-4355, fran.maloney@ctt.com

=====

From: Gervasi, Terri

Sent: Friday, September 28, 2012 9:35 AM

To: 'David Nagel'; 'Jack Nagel'; 'Elias Danho'; 'Tom Schiff'; 'gcampbell@archstonemail.com'; 'mpeppercorn@archstonemail.com'; 'jdominguez@archstonemail.com'; 'treif@archstonemail.com'; 'Ruby, Rick'; 'Meldrum, Amanda'; 'Hall (Chicago), David V.'; 'Berkoff, Adam T.'; 'Lamprecht, Krystle'; 'jeffrey.heintz@mto.com'

Cc: 'Miyamoto, George'; 'Harris, Gregory'; 'Green, Kevin'; 'Lulu Reyes'; Harrill, Marley; Chio, Susan; Jansen, Frank; Ortiz, Ray

Subject: RE: REVISED URGENT CLOSING UPDATE! Re: Escrow No. 126750299-x40 (Bay Club)

Dear Clients,

Here is our list of outstanding items:

Need from (or on behalf of) buyer:

1. Approval of buyer's estimated closing statement
2. Authorization to close

Need from (or on behalf of) seller:

(RECEIVED)

Need from Jeffrey Heintz on behalf of County:

(RECEIVED)

FYI: Loan payoff has a wire cut off time of 1:00pmPST. In order to meet this deadline, we must be in a position to close/disburse PRIOR to 12:00pmPST.

Thank you.

Terri

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Phone 213.488.4379, Fax 213.612.4110,

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Fran Maloney, Escrow Officer, 213-488-4355, fran.maloney@ctt.com

=====

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Thursday, September 27, 2012 12:31 PM

To: Heintz, Jeffrey; Don Geisinger

Cc: David Nagel; Elias Danho

Subject: RE: Bay Club -- Parcel 8

Attachments: image001.jpg

Maybe it's just me, but I'm more confused than ever. Isn't there a single ledger showing the credits as well as the debits?

I have to leave for a meeting but I'll give Don G a call when I get back mid-afternoon.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219
Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, September 27, 2012 12:19 PM
To: Tom Schiff; Don Geisinger
Cc: David Nagel; Elias Danho
Subject: RE: Bay Club -- Parcel 8

Attachments: image001.jpg

Tom:

The lessee's current unpaid balance is \$15,079.50 per the first chart I sent you.

The second chart shows all invoices dating back to August, 2010.

I don't know the timing of the \$15,000 deposit, but it's taken into consideration in the \$15,079.50 current outstanding balance. Obviously, if all of the above is accurate then there must have been one or more additional deposit(s) that preceded the most recent \$15,000 deposit.

Jeff

From: Tom Schiff
Sent: Thursday, September 27, 2012 12:01 PM
To: 'Heintz, Jeffrey'
Cc: David Nagel; Elias Danho
Subject: FW: Bay Club -- Parcel 8

Jeffrey, this is before application of the \$15,000 deposit, right?

Elias and David, this will affect the final settlement statements. Let's discuss. Then we need to communicate the right allocation to Terri.

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]

Sent: Wednesday, September 26, 2012 9:23 AM

To: Tom Schiff

Cc: David Nagel; Don Geisinger

Subject: Bay Club -- Parcel 8

Tom:

Attached is a more extensive summary of the cost reimbursement invoices dating back to August, 2010.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |

jeffrey.heintz@mto.com | www.mto.com

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, September 27, 2012 12:07 PM
To: Heintz, Jeffrey; Don Geisinger
Cc: David Nagel; Elias Danho
Subject: RE: Bay Club -- Parcel 8

Attachments: image001.jpg

i.e., is the current balance \$28,750.50 because you have already received the \$15,000 deposit? I believe that's right but it would be good to get your confirmation or Don's.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Wednesday, September 26, 2012 9:23 AM
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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Wednesday, September 26, 2012 9:23 AM
To: Tom Schiff
Cc: David Nagel; Don Geisinger
Subject: Bay Club -- Parcel 8

Attachments: IDOCS_18785637_1.DOC

Tom:

Attached is a more extensive summary of the cost reimbursement invoices dating back to August, 2010.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
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From: Adriana Zarate-Lee
Sent: Tuesday, September 25, 2012 5:35 PM
To: 'Heintz, Jeffrey'
Cc: Gary Jones; Don Geisinger
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: Invoices for Parcel 8 from Aug 2010.pdf; image001.jpg

As requested, attached are copies of the invoices requested. Please let me know if you have any questions.

Thank you,

Adriana Zarate-Lee

From: Don Geisinger
Sent: Tuesday, September 25, 2012 4:04 PM
To: Adriana Zarate-Lee
Cc: Gary Jones; 'Heintz, Jeffrey'
Subject: FW: Bay Club -- Closing Disbursements to County

Attachments: IDOCS_18777967_1.DOC; IDOCS_18778214_1.DOC

Below is the breakdown of the amount to be received. Please note that the 3 categories will probably have to be placed in different accounts.

1. \$879,000 for County's Net Proceeds Share from the transfer to Archstone.
2. \$162,204.81 for the security deposit under the Restated Lease. This amount represents the entire new security deposit. Upon receipt of the new security deposit County will return the existing security deposit to Decron.
3. \$15,079.50 for Actual Costs required to be reimbursed to County pursuant to Section 8 of the Option to Amend Lease Agreement.

Also, the lessee has requested the invoices relating to the following:

Credit Balance Prior to June, 2012 fees/costs

\$7,857.00

Please see attachments for more detail.

Can you have Cynthia provide Jeff and me with the invoices from MTO. (I will not be here tomorrow so it is important that Jeff be cc'ed on the invoices.)

Thanks.

Don Geisinger

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file:///\\www.mto.com>

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 25, 2012 1:37 PM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: image001.jpg

Jeff, I've confirmed we have no record of having received any invoices for Actual Costs. I have double-checked with our Controller and with Accounts Payable.

Don, if you can get these to us and Archstone by email that would be great.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Los Angeles, CA 90048

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey

Sent: Tuesday, September 25, 2012 11:40 AM

To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel

Cc: 'Gary Jones'; Don Geisinger (DGeisinger@bh.lacounty.gov); 'Caves, Amy'; 'Gervasi, Terri'

Subject: Bay Club -- Closing Disbursements to County

At the closing the following amounts must be disbursed to County:

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3. \$15,079.50 for Actual Costs required to be reimbursed to County pursuant to Section 8 of the Option to Amend Lease Agreement.

The summary of the Actual Cost reimbursement amount is attached. I will leave it to Decron and Archstone to instruct escrow as to the proper allocation of the amount between the two parties.

Attached are wire instructions for the above disbursements to County. Also attached is a revised draft of my escrow instructions.

Please let me know if you have any comments or questions.

Jeffrey A. Heintz | Munger, Tolles & Olson LLP

355 South Grand Avenue | Los Angeles, CA 90071

Tel: 213.683.9185 | Fax: 213.683.5185 |

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 25, 2012 11:56 AM
To: Tom Schiff
Cc: Don Geisinger
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: image001.jpg

Perhaps Don can help you track them down, but I know that he doesn't have them handy and will have to go through another dept to get them.

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 25, 2012 11:53 AM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Jeff, the "credit balance" for the Actual Costs is unclear. Can you show a comprehensive start-to-finish list that shows all the debits from the start and also shows the \$15,000 deposit as a credit? That way we and Archstone can see what all the charges are.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Sent: Tuesday, September 25, 2012 11:46 AM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Here are two of the 3 attachments. Wire transfer instructions to follow.

<<IDOCs_18777967_1.DOC>> <<IDOCs_18778214_1.DOC>>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 25, 2012 11:52 AM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: image001.jpg

Tom:

You have copies of all prior invoices for costs prior to the July -- September, 2012 time. I do not have the previous invoices but you should have received these from County.

Jeff

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 25, 2012 11:53 AM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

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To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel

Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri

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Sent: Tuesday, September 25, 2012 11:40 AM

To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel

Cc: 'Gary Jones'; Don Geisinger (DGeisinger@bh.lacounty.gov); 'Caves, Amy'; 'Gervasi, Terri'

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Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri

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Sent: Tuesday, September 25, 2012 11:40 AM

To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 25, 2012 11:50 AM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: image001.jpg

Jeff, your email did not have the attachment showing the calculation of Actual Costs. Please re-send. Also, please be sure it shows whether the amount you list below is after taking into account the \$15,000 deposit the NF Marinas already paid, or if it is a gross number before taking that into account.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]

Sent: Tuesday, September 25, 2012 11:40 AM

To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel

Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri

Subject: Bay Club -- Closing Disbursements to County

At the closing the following amounts must be disbursed to County:

1. \$879,000 for County's Net Proceeds Share from the transfer to Archstone.
2. \$162,204.81 for the security deposit under the Restated Lease. This amount represents the entire new security deposit. Upon receipt of the new security deposit County will return the existing security deposit to Decron.
3. \$15,079.50 for Actual Costs required to be reimbursed to County pursuant to Section 8 of the Option to Amend Lease Agreement.

The summary of the Actual Cost reimbursement amount is attached. I will leave it to Decron and Archstone to instruct escrow as to the proper allocation of the amount between the two parties.

Attached are wire instructions for the above disbursements to County. Also attached is a revised draft of my escrow instructions.

Please let me know if you have any comments or questions.

Jeffrey A. Heintz | Munger, Tolles & Olson LLP

355 South Grand Avenue | Los Angeles, CA 90071

Tel: 213.683.9185 | Fax: 213.683.5185 |

jeffrey.heintz@mto.com | www.mto.com <file:///\\www.mto.com>

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This message is confidential and may contain information that is privileged, attorney work product or otherwise exempt from disclosure under applicable law. It is not intended for transmission to, or receipt by, any unauthorized person. If you have received this message in error, do not read it. Please delete it without copying it, and notify the sender by separate e-mail so that our address record can be corrected. To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. Thank you.

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 25, 2012 11:46 AM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Closing Disbursements to County

Attachments: IDOCS_18777967_1.DOC; IDOCS_18778214_1.DOC

Here are two of the 3 attachments. Wire transfer instructions to follow.

<<IDOCS_18777967_1.DOC>> <<IDOCS_18778214_1.DOC>>

From: Heintz, Jeffrey
Sent: Tuesday, September 25, 2012 11:40 AM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: 'Gary Jones'; Don Geisinger (DGeisinger@bh.lacounty.gov); 'Caves, Amy'; 'Gervasi, Terri'
Subject: Bay Club -- Closing Disbursements to County

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 25, 2012 11:12 AM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Parcel 8

Attachments: image001.jpg

No, recordation will be Friday. Funds should be in escrow by the end of the day Thursday to give distribution wires enough time to clear on Friday..

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 25, 2012 10:56 AM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.; David Nagel
Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri
Subject: RE: Bay Club -- Parcel 8

Below is the e-mail that I circulated on September 11 with the closing documents and instructions for completion of the County transaction.

Attached is a pdf of lease slip pages 37 and B-18 that incorporate the two revisions that we have discussed subsequent to my e-mail below. In Section 4.8.1.1 at the bottom of page 37 the language amount of the Base Value has been conformed to the numerical amount. In the last full sentence at the bottom of page B-18 the words "To the extent practicable" have been inserted with respect to the retention of the Washingtonia Palms. Please replace these pages in the lease.

David Nagel has informed me that the closing/recordation is scheduled for Thursday. Please confirm if that is still the current schedule and confirm when each of Decron and Archstone will have deposited the closing documents into escrow. If the parties are planning for a Thursday recordation, I will have the County documents delivered to escrow by Wednesday morning. If necessary I could have them messengered to escrow this afternoon.

I will send a separate e-mail in a few minutes regarding County cost reimbursement matters for the parties' closing statement.

Jeff

Jeffrey A. Heintz, Esq.
Munger, Tolles & Olson LLP
355 South Grand Avenue, Suite 3500
Los Angeles, CA 90071
Ph: (213) 683-9185
Fax: (213) 683-5185
E-mail: jeffrey.heintz@mto.com

<<Scan_fro.pdf>>

From: Heintz, Jeffrey
Sent: Tuesday, September 11, 2012 1:13 PM
To: 'Tom Schiff'; 'Hall (Chicago), David V.'; Berkoff, Adam T.
Cc: 'Gary Jones'; Don Geisinger (DGeisinger@bh.lacounty.gov); 'Caves, Amy'; 'Gervasi, Terri'
Subject: Bay Club -- Parcel 8

David, Adam and Tom:

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Jeff

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Jeff

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From: Don Geisinger
Sent: Thursday, September 20, 2012 9:40 AM
To: Steve Penn
Cc: Jules Trefler
Subject: FW: two letters concerning Bay Club

Attachments: image001.jpg; image002.jpg; Parcel 8-Sales Participation Calculations.092012.pdf

Here is the restored attachment.

Don Geisinger

From: Steve Penn
Sent: Thursday, September 20, 2012 9:33 AM
To: Don Geisinger; Jules Trefler

Subject: FW: two letters concerning Bay Club

I couldn't open these two files because they had been archived. But in any event, if their hardcopies had not been scanned into the P8 correspondence file, please do so.

Thank you,

Steve Penn

From: Don Geisinger
Sent: Thursday, September 20, 2012 8:31 AM
To: Jules Treffler
Cc: Steve Penn
Subject: FW: two letters concerning Bay Club

Attachments: image001.jpg; letter to Don Geisinger re Net Proceeds Share Jul12-12.pdf.html; letter to Don Geisinger re approval of transfer Jul12-12.pdf.html

The first attachment will provide you with the information regarding the County's participation. The amount is \$879,000. Please read the letter to understand its calculation.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, July 12, 2012 9:47 AM
To: Don Geisinger
Cc: David Nagel; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com)
Subject: two letters concerning Bay Club

Don, please see the attached two letters. One has the calculation of the anticipated Net Proceeds Share, and the other is our joining in the application for approval of the transfer. Originals of both letters are being sent to you by FedEx.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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From: Don Geisinger
Sent: Wednesday, September 12, 2012 4:09 PM
To: Paul Wong
Cc: Gary Jones; Steve Penn
Subject: RE: P8 Mechanical Plan Check

Attachments: image001.jpg

Thanks.. Just keep me in the loop as best you can.

Don Geisinger

From: Paul Wong
Sent: Wednesday, September 12, 2012 3:21 PM
To: Don Geisinger
Cc: Gary Jones; Steve Penn
Subject: RE: P8 Mechanical Plan Check

The plan checker did not accept Bay Club's Title 20 envelope info and demanded two full wet-stamped set plans. This requires more coordination among the trades at added cost and time but they should be able to comply.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Don Geisinger
Sent: Wednesday, September 12, 2012 3:06 PM
To: Paul Wong
Cc: Gary Jones; Steve Penn
Subject: RE: P8 Mechanical Plan Check

Thank you for keeping me in the loop. Is there going to be a problem or is this part of the normal process of having permits approved by DPW?

Don Geisinger

From: Paul Wong
Sent: Wednesday, September 12, 2012 3:03 PM
To: Don Geisinger
Cc: Gary Jones; Steve Penn
Subject: P8 Mechanical Plan Check

Don,

The Bay Club team called on me today to help get their Mechanical Permit approved. At my suggestion they are scheduling an appointment to walk DPW plan checker through their plans. The difficult part is to review the doors and windows schedule to confirm their Title 20 energy calc. If all goes well I project they may have this permit in two weeks.

I don't know if this may have any implication on your real estate deal but want to keep you in the loop.

Thank you,

Paul Wong

LA County Beaches & Harbors

Office: 310-305-9533

From: Paul Wong
Sent: Wednesday, September 12, 2012 3:21 PM
To: Don Geisinger
Cc: Gary Jones; Steve Penn

Subject:RE: P8 Mechanical Plan Check

Attachments: image001.jpg

The plan checker did not accept Bay Club's Title 20 envelope info and demanded two full wet-stamped set plans. This requires more coordination among the trades at added cost and time but they should be able to comply.

Best regards,

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(310) 420-6124 Mobile

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Sent: Wednesday, September 12, 2012 3:06 PM
To: Paul Wong
Cc: Gary Jones; Steve Penn
Subject: RE: P8 Mechanical Plan Check

Thank you for keeping me in the loop. Is there going to be a problem or is this part of the normal process of having permits approved by DPW?

Don Geisinger

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Wednesday, September 12, 2012 11:52 AM
To: Tom Schiff
Cc: Gary Jones; Don Geisinger; Caves, Amy
Subject:RE: Bay Club -- Parcel 8

Attachments: image001.jpg

Thanks Tom. Just keeping you fully informed.

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 11, 2012 1:13 PM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.
Cc: Gary Jones; DGeisinger@bh.lacounty.gov; Caves, Amy; Gervasi, Terri
Subject: Bay Club -- Parcel 8

David, Adam and Tom:

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Jeff

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<<Scan_fro.pdf>> <<Scan_fro.pdf>> <<Scan_fro.pdf>> <<IDOCs_18560217_1.DOC>>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, September 12, 2012 11:32 AM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.
Cc: Gary Jones; Don Geisinger; Caves, Amy; Gervasi, Terri; David Nagel
Subject: RE: Bay Club -- Parcel 8

Attachments: image001.jpg

Thanks Jeff.

I have no issues with any of the documents.

The required lessee executions are of course from the assignee.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger

Sent: Wednesday, September 12, 2012 10:30 AM

To: 'Tom Schiff'

Cc: Gary Jones; 'Heintz, Jeffrey'

Subject:FW: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: Ltr to Geisinger 4-24-12.pdf; image001.jpg

Dear Tom:

Pursuant to your request below, we confirm that the plans enclosed under the cover letter attached above dated 4/24/12 meet with the Director's approval.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 10:50 AM
To: Don Geisinger
Subject: FW: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Help Mr. Wizard! It's a closing condition that I get this okay of our "final plans." (See Sec. 5.3 of the Restated Lease.) Can I get something this week? I don't care how informal (perhaps it could even be an email), as long as I can show Archstone.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Tom Schiff
Sent: Wednesday, August 29, 2012 3:11 PM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 11, 2012 1:32 PM
To: Hall (Chicago), David V.; Berkoff, Adam T.; Tom Schiff
Cc: Gary Jones; Don Geisinger; Caves, Amy
Subject: Bay Club -- Renovation Plan

Attachments: IDOCS_18560662_1.DOC

Attached is a red-line that shows the changes that have been made to the Renovation Plan to be attached as Exhibit B to the Amended and Restated Lease Agreement. The substantive changes are to reflect the updated phasing plan for each of the landside and waterside projects.

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Subject: Bay Club -- Parcel 8

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Prior to closing please send me pdf copies of the following:

- (a) Lessee's signatures/initials to the Amended and Restated Lease Agreement and the Memorandum of Lease.
- (b) The fully-executed Assignment and Assumption of Ground Lease and Option
- (c) The letter regarding Archstone's financing.

Please let me know if you have any comments to the draft escrow instructions. I will let you know the amount of the outstanding cost reimbursement as soon as I receive the amount from DBH.

I am operating on the assumption that the transaction is scheduled to close this Friday. Please let me know if that changes.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file://www.mto.com>

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<<Parcel 8 Restated Lease (Execution).pdf>> <<Parcel 8 Memorandum of Lease (Execution).pdf>>
<<Scan_fro.pdf>> <<Scan_fro.pdf>> <<Scan_fro.pdf>> <<IDOCs_18560217_1.DOC>>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 11, 2012 9:38 AM
To: Don Geisinger
Subject: FW: Bay Club trees question

Attachments: image001.jpg

Answer to your tree question is below.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219
Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Bob Yamashita [mailto:boby@lagroupinc.net]
Sent: Tuesday, September 11, 2012 8:19 AM
To: Tom Schiff
Cc: David Nagel; Randy Sovereign
Subject: RE: Bay Club trees question

Tom,

The tall Washingtonia palms are the one at the ends of the bldgs. The ones in the niches along Tahiti Way need to be removed because they are causing damage to the bldg. and are in the way of renovation work.

Bob Yamashita, ASLA

L.A. Group Design Works, Inc.

Landscape Architecture

24013 Ventura Blvd, Suite 201

Calabasas CA 91302

P (818) 251-9718

F (818) 251-9719

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 5:26 PM
To: Heintz, Jeffrey; Hall (Chicago), David V.; Berkoff, Adam T.
Cc: Don Geisinger; Gary Jones; Jules Trefler; Elias Danho; David Nagel
Subject: RE: Bay Club -- Security Deposit

Attachments: image001.jpg

The PSA did not address a transfer of the security deposit. For simplicity sake I suggest that the CD be returned to the seller, and the buyer should provide a fresh security deposit to escrow that meets with whatever the requirements are per the restated lease.

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Monday, September 10, 2012 4:55 PM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.
Cc: Don Geisinger; Gary Jones; Jules Trefler
Subject: Bay Club -- Security Deposit

Guys:

I received a call from Jules Trefler at DBH saying that he received a request from Decron's accounting department to have the County return to Decron the certificate of deposit in the amount of \$135,963 that County currently holds as a security deposit under the existing lease. We had been operating on the assumption that the existing security deposit would remain in place and Archstone would supplement it through escrow at closing to increase it to the required \$162,204.81. If the existing certificate of deposit is to be returned to Decron, then you should arrange as part of your escrow closing statement to have \$162,204.81 delivered to County for the security deposit. I will provide wire instructions for this amount and the other amounts payable to County at the closing. Once the amounts have been received, DBH will return the existing certificate of deposit to Decron.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file:///\\www.mto.com>

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 5:23 PM
To: Heintz, Jeffrey
Cc: David Nagel; Elias Danho; Don Geisinger
Subject: RE: Bay Club security deposit

Attachments: image001.jpg

Thanks. A good plan for both us and the County!!

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219
Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Monday, September 10, 2012 5:12 PM
To: Tom Schiff
Cc: David Nagel; Elias Danho; DGeisinger@bh.lacounty.gov
Subject: RE: Bay Club security deposit

Sounds fine to me. I will require in my escrow instructions that the full amount of the security deposit be wired from Archstone at closing.

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 5:07 PM
To: Heintz, Jeffrey
Cc: David Nagel; Elias Danho; Don Geisinger (DGeisinger@bh.lacounty.gov)
Subject: Bay Club security deposit

Jeff, NF Marina's bank (Citibank) is holding security deposit funds for the benefit of the County. The County will release those funds to us at the closing upon its receiving the required security deposit from Archstone under the new restated lease that's going into place. I just want to be sure the County's receipt of the appropriate security deposit from Archstone is on the County's to do list for the closing, so our SD can be released to us. Thanks much.

Thomas E. Schiff

Executive Vice President / General Counsel

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www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
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Attachments: image001.jpg

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Thomas E. Schiff

Executive Vice President / General Counsel

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 5:07 PM
To: 'Heintz, Jeffrey'
Cc: David Nagel; Elias Danho; Don Geisinger
Subject: Bay Club security deposit

Attachments: image001.jpg

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Thomas E. Schiff

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Monday, September 10, 2012 4:55 PM
To: Tom Schiff; Hall (Chicago), David V.; Berkoff, Adam T.
Cc: Don Geisinger; Gary Jones; Jules Trefler
Subject: Bay Club -- Security Deposit

Guys:

I received a call from Jules Trefler at DBH saying that he received a request from Decron's accounting department to have the County return to Decron the certificate of deposit in the amount of \$135,963 that County currently holds as a security deposit under the existing lease. We had been operating on the assumption that the existing security deposit would remain in place and Archstone would supplement it through escrow at closing to increase it to the required \$162,204.81. If the existing certificate of deposit is to be returned to Decron, then you should arrange as part of your escrow closing statement to have \$162,204.81 delivered to County for the security deposit. I will provide wire instructions for this amount and the other amounts payable to County at the closing. Once the amounts have been received, DBH will return the existing certificate of deposit to Decron.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 2:13 PM
To: Don Geisinger
Cc: David Nagel; Randy Sovereign; 'Heintz, Jeffrey'
Subject: RE: Bay Club trees question

Attachments: image001.jpg

I have no problem with Jeff's revisions. Let me look into the tree question. It may be that the tall ones are the ones remaining. I'll call the landscape architect and get clarification on that, including what height is meant by "tall."

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]

Sent: Monday, September 10, 2012 1:28 PM

To: Tom Schiff

Cc: David Nagel; Randy Sovereign; 'Heintz, Jeffrey'

Subject: RE: Bay Club trees question

I assume that you have received Jeff's draft of the Renovation Plan. I sent you a draft of the redlined and black versions that were bounced back, probably too much data.

Look at Parges 9 and 10 where it states that you are going to save the tall Washingtonia Palms. The plan provides that several of the Washingtonia Palms will be removed. However, I cannot tell which are the "tall ones."

With the issues about cutting trees prematurely, I want to be certain that the language in the Renovation Plan reflects, as much as possible, what you (or Archstone) are actually going to do.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]

Sent: Monday, September 10, 2012 12:21 PM

To: Don Geisinger

Cc: David Nagel; Randy Sovereign

Subject: Bay Club trees question

Don, the attached landscape demolition plan shows which trees are coming out and which remain. This sheet should be in that roll of plans we discussed this morning.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

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From: Don Geisinger
Sent: Monday, September 10, 2012 2:05 PM
To: Jules Treffer
Subject: FW: Bay Club -- Ground Lessor Estoppel Certificate

Attachments: IDOCS_18413832_1.DOC

From: Don Geisinger
Sent: Monday, September 10, 2012 1:28 PM
To: 'Tom Schiff'
Cc: David Nagel; Randy Sovereign; 'Heintz, Jeffrey'
Subject: RE: Bay Club trees question

Attachments: image001.jpg

I assume that you have received Jeff's draft of the Renovation Plan. I sent you a draft of the redlined and black versions that were bounced back, probably too much data.

Look at Pages 9 and 10 where it states that you are going to save the tall Washingtonia Palms. The plan provides that several of the Washingtonia Palms will be removed. However, I cannot tell which are the "tall ones."

With the issues about cutting trees prematurely, I want to be certain that the language in the Renovation Plan reflects, as much as possible, what you (or Archstone) are actually going to do.

Don Geisinger

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Sent: Monday, September 10, 2012 12:21 PM
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Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Monday, September 10, 2012 12:21 PM

To: Don Geisinger

Cc: David Nagel; Randy Sovereign

Subject: Bay Club trees question

Attachments: image001.jpg; 02 L-2 Demo Plan 06-28-2012.pdf

Don, the attached landscape demolition plan shows which trees are coming out and which remain. This sheet should be in that roll of plans we discussed this morning.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, September 10, 2012 10:01 AM
To: Don Geisinger
Subject: FW: Parcel 8-Renovation Plan

Attachments: image001.jpg

SEE BELOW

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

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From: Tom Schiff
Sent: Thursday, September 06, 2012 4:57 PM
To: 'Don Geisinger'
Subject: RE: Parcel 8-Renovation Plan

Suggestions interlineated in all caps and with strikethroughs.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]

Sent: Thursday, September 06, 2012 4:22 PM

To: Tom Schiff

Subject: RE: Parcel 8-Renovation Plan

Does the language change below work for you?

* Phasing Plan:

The Bay Club's building exterior , AND apartment units will be renovated simultaneously in two phases while the marina will be replaced in five (5) phases. The building exterior phasing will match the interior phasing. During each phase, the apartment units and boat slips not under construction will be operating and available for occupancy. It will take approximately 28 months to renovate all of the apartment units, common areas, and building exterior. It will take approximately 8 9 months, subject to commencement of construction in September 2012, to replace the existing 230 boat slips and 11 end ties with 207 new slips and 11 new end ties. Due to the condensed schedule for construction of the docks, the completion of construction OF THE DOCKS for the fifth phase of dock construction may be extended up to 5 months if the pile work is diligently pursued but cannot be completed by April 1, 2013.

Don Geisinger

From: Heintz, Jeffrey
Sent: Friday, September 07, 2012 11:59 AM
To: Hall (Chicago), David V.
Cc: 'Reif, Tom'; Berkoff, Adam T.; Campbell, Greg
Subject: RE: Bay Club - Letter re funds for construction

David:

Thank you for the draft letter. I need to discuss the letter with DBH staff (who are out until Monday), but in the meantime here are my suggested revisions. I am available to discuss the letter with you at your convenience.

Jeff

From: Hall (Chicago), David V. [mailto:David.Hall@dlapiper.com]
Sent: Friday, September 07, 2012 10:51 AM
To: Heintz, Jeffrey
Cc: 'Reif, Tom'; Berkoff, Adam T.; Campbell, Greg
Subject: Bay Club - Letter re funds for construction

Attached is a redlined and clean copy of the letter with the corrections I mentioned.

David V. Hall
Partner
DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293

T 312.368.7279
F 312.630.5369
M 312.203.3948

david.hall@dlapiper.com <mailto:david.hall@dlapiper.com>

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Friday, September 07, 2012 9:22 AM
To: Don Geisinger
Subject: RE: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: image001.jpg

Reminder for Monday. Thanks Don.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

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From: Tom Schiff
Sent: Tuesday, September 04, 2012 10:50 AM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Subject: FW: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Help Mr. Wizard! It's a closing condition that I get this okay of our "final plans." (See Sec. 5.3 of the Restated Lease.) Can I get something this week? I don't care how informal (perhaps it could even be an email), as long as I can show Archstone.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Wednesday, August 29, 2012 3:11 PM

To: Don Geisinger (DGeisinger@bh.lacounty.gov)

Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

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From: Don Geisinger
Sent: Thursday, September 06, 2012 6:13 PM
To: 'Tom Schiff'
Subject: RE: Parcel 8-Renovation Plan

Attachments: image001.jpg

I have a question for you about the language regarding the piling.

Will speak with you on Monday.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, September 06, 2012 4:57 PM
To: Don Geisinger
Subject: RE: Parcel 8-Renovation Plan

Suggestions interlineated in all caps and with strikethroughs.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219
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From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Thursday, September 06, 2012 4:22 PM
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Subject: RE: Parcel 8-Renovation Plan

Does the language change below work for you?

* Phasing Plan:

The Bay Club's building exterior , AND apartment units will be renovated simultaneously in two phases while the marina will be replaced in five (5) phases. The building exterior phasing will match the interior phasing. During each phase, the apartment units and boat slips not under construction will be operating and available for occupancy. It will take approximately 28 months to renovate all of the apartment units, common areas, and building exterior. It will take approximately 8 9 months, subject to commencement of construction in September 2012, to replace the existing 230 boat slips and 11 end ties with 207 new slips and 11 new end ties. Due to the condensed schedule for construction of the docks, the completion of construction OF THE DOCKS for the fifth phase of dock construction may be extended up to 5 months if the pile work is diligently pursued but cannot be completed by April 1, 2013.

Don Geisinger

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Sent: Thursday, September 06, 2012 4:57 PM
To: Don Geisinger
Subject: RE: Parcel 8-Renovation Plan

Attachments: image001.jpg

Suggestions interlineated in all caps and with strikethroughs.

Thomas E. Schiff

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From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]

Sent: Thursday, September 06, 2012 4:22 PM

To: Tom Schiff

Subject: RE: Parcel 8-Renovation Plan

Does the language change below work for you?

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Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, September 06, 2012 11:42 AM
To: Don Geisinger
Subject: RE: Parcel 8-Renovation Plan

Dock construction is 9 months (Aug 24 – May 24) but increase that by at least 5 months if pile work cannot be completed by April 1 (a real possibility given that construction did not start August 24)

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Wednesday, September 05, 2012 5:11 PM
To: Tom Schiff
Subject: Parcel 8-Renovation Plan

I have changed the language for the apartment and dock phasing and have redlined same. Please take a look at it.

I have also referenced a deletion for Exhibit 11 on page 13 of the Renovation Plan.

I have not changed any of the exhibits and might have to change some wording on page 13 regarding Exhibit 12.

I have not checked the document for any internal references to Exhibit 11, which I will do once we finish with the language changes for the apartment and dock phasing.

After you review, call me.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <<mailto:dgeisinger@bh.lacounty>>

From: Jules Treffer
Sent: Thursday, September 06, 2012 4:38 PM
To: Ismael Lopez; Don Geisinger
Cc: Steve Penn
Subject: P8-re-commencemnt construction documents required by Lease Section 5

Attachments: FW: P8-commencment of construction Redevelopment Work-Conditions Precedent;
FW: ; FW: ; FW: ; image001.jpg

Hi All,

Fyi

These were electronically delivered to me today.

Thank you

Jules Trefler, Senior Real Property Agent

Asset Management Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way

Marina del Rey, CA 90292

Office: 310-301-6096

Fax: 310-821-6345

email: jtrefler@bh.lacounty.gov <<mailto:jdoe@bh.lacounty.gov>>

This 1 of 4

Jules,

Here is the required info for the Bay Club project. I have the entire construction contracts on a disc that I will bring you.

There are several emails due to the size of the files.

If you have any questions please let me know.

Thank You,

Randy Sovereign

Decron Properties

From: Don Geisinger
Sent: Thursday, September 06, 2012 4:22 PM
To: 'Tom Schiff'
Subject: RE: Parcel 8-Renovation Plan

Attachments: image001.jpg

Does the language change below work for you?

* Phasing Plan:

The Bay Club's building exterior, apartment units will be renovated simultaneously in two phases while the marina will be replaced in five (5) phases. The building exterior phasing will match the interior phasing. During each phase, the apartment units and boat slips not under construction will be operating and available for occupancy. It will take approximately 28 months to renovate all of the apartment units, common areas, and building exterior. It will take approximately 8 9 months, subject to commencement of construction in September 2012, to replace the existing 230 boat slips and 11 end ties with 207 new slips and 11 new end ties. Due to the condensed schedule for construction of the

docks, the completion of construction for the fifth phase of dock construction may be extended up to 5 months if the pile work is diligently pursued but cannot be completed by April 1, 2013.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, September 06, 2012 11:42 AM
To: Don Geisinger
Subject: RE: Parcel 8-Renovation Plan

Dock construction is 9 months (Aug 24 – May 24) but increase that by at least 5 months if pile work cannot be completed by April 1 (a real possibility given that construction did not start August 24)

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Wednesday, September 05, 2012 5:11 PM
To: Tom Schiff
Subject: Parcel 8-Renovation Plan

I have changed the language for the apartment and dock phasing and have redlined same. Please take a look at it.

I have also referenced a deletion for Exhibit 11 on page 13 of the Renovation Plan.

I have not changed any of the exhibits and might have to change some wording on page 13 regarding Exhibit 12.

I have not checked the document for any internal references to Exhibit 11, which I will do once we finish with the language changes for the apartment and dock phasing.

After you review, call me.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <mailto:dgeisinger@bh.lacounty>

From: Gary Jones
Sent: Wednesday, September 05, 2012 6:10 PM
To: Don Geisinger
Subject: FW: Heads up - Bay Club construction is imminent.

Attachments: image001.jpg

FYI

From: Paul Wong
Sent: Wednesday, September 05, 2012 5:30 PM

To: Gary Jones; Michael Tripp; Carol Baker; Debra Talbot; Jules Trefler; Steve Penn
Subject: Heads up - Bay Club construction is imminent.

I've received advance notifications that Bay Club plans to start the dock replacement project on Monday. They are getting the water monitoring plan together and are in the process of notifying public agencies such as the US Coastguards and Sheriff. They won't start removing pilings until notifications are complete and heavy equipment has arrived. However, they will start disassembling docks as early as next Monday.

They will provide the County with formal notification as soon as Bellingham's mobilization plan is firmed.

Thank you,

Paul Wong

LA County Beaches & Harbors

Office: 310-305-9533

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, September 05, 2012 5:04 PM
To: Don Geisinger
Cc: David Nagel; Randy Sovereign
Subject:FW: Anchorage Phasing exhibit

Attachments: image001.jpg; Anchorage Phasing.pdf

Here you go.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Angela Austin

Sent: Wednesday, September 05, 2012 5:01 PM

To: Tom Schiff

Subject: Anchorage Phasing

Best regards,

Angela Austin

Assistant to

Thomas E. Schiff, Executive Vice President / General Counsel

Dara Kalish, Corporate Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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aaustin@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 10:39 AM
To: Don Geisinger; 'Heintz, Jeffrey'
Subject: sale of Bay Club to Archstone

We delayed the closing to a week from Friday, September 14. See the attached. Jeff, please be sure to coordinate with me and Adam Berkoff next week so we can be sure all the required documents are into escrow (restated lease signed by the County and Archstone; estoppel certificate, etc.)

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 10:39 AM
To: Don Geisinger; 'Heintz, Jeffrey'
Subject: sale of Bay Club to Archstone

We delayed the closing to a week from Friday, September 14. See the attached. Jeff, please be sure to coordinate with me and Adam Berkoff next week so we can be sure all the required documents are into escrow (restated lease signed by the County and Archstone; estoppel certificate, etc.)

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, September 05, 2012 9:42 AM
To: Don Geisinger
Cc: David Nagel
Subject: RE: Parcel 8-Exhibit B-Revisions and Review-REDLINE

Attachments: image001.jpg

Also note that Adam Berkoff was CC'd on both of my anchorage phasing letters to you, and has not voiced any objections to me.

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Wednesday, September 05, 2012 9:40 AM

To: 'Don Geisinger'

Cc: David Nagel

Subject: RE: Parcel 8-Exhibit B-Revisions and Review-REDLINE

You'll have to ask them, but I doubt it. One can never predict future construction milestone dates with exactitude. They will always be approximate at best, and these dates leave a little fudge room for unexpected minor things to occur (such as bad weather that interrupts construction now and again).

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, September 05, 2012 9:40 AM
To: Don Geisinger
Cc: David Nagel
Subject: RE: Parcel 8-Exhibit B-Revisions and Review-REDLINE

Attachments: image001.jpg

You'll have to ask them, but I doubt it. One can never predict future construction milestone dates with exactitude. They will always be approximate at best, and these dates leave a little fudge room for unexpected minor things to occur (such as bad weather that interrupts construction now and again).

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Wednesday, September 05, 2012 9:19 AM
To: Tom Schiff
Cc: David Nagel
Subject: RE: Parcel 8-Exhibit B-Revisions and Review-REDLINE

My only concern is the dates. Will Archstone want more precise dates?

I will look at your language in about an hour.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Wednesday, September 05, 2012 9:20 AM
To: Don Geisinger
Cc: David Nagel
Subject: RE: Parcel 8-Exhibit B-Revisions and Review-REDLINE

Your new dock phasing language at page 12 is fine. It's consistent with the information we obtained from our contractor and then provided to you in our letter of June 15.

In addition to your notes below, I note that the apartment phasing language on page 8 should be replaced with the phasing language we provided in our email of August 30, or similar language that reflects the phasing described in that email.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Tuesday, August 28, 2012 1:21 PM
To: Tom Schiff
Subject: Parcel 8-Exhibit B-Revisions and Review-REDLINE

Attached is a revised copy of the Word version of Exhibit B that you sent to me.

I did the following:

1. Revised the language for the phasing of the docks to conform with your letter. Please note that the dates may be off a bit so review.
2. I red-brushed the area in which the language for the apartment phasing is held. Since I do not have language I did not make any changes.
3. I pointed out small inconsistencies regarding the phasing (especially where the Exhibit refers to "three phases." The inconsistencies are red-brushed.)
4. I have pointed out that Exhibits A-11 (apartments) and A-12 (docks) need to be replaced, revised or reviewed. Also Exhibit A-10 is the proposed dock configuration. Although it looks similar to the one that was sent to me recently, there are a few minor differences (or what appear to be differences) in the position of some of the new slips between the drawing currently in place and the one that was sent. We can discuss.

Please review. (Start on page 7.)

I will call.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <mailto:dgeisinger@bh.lacounty>

From: Don Geisinger
Sent: Wednesday, September 05, 2012 8:57 AM
To: Gary Jones; Heintz, Jeffrey
Subject: FW: contact from Archstone construction personnel

Attachments: image001.jpg

FYI. From a conversation earlier today with Tom.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Wednesday, September 05, 2012 8:56 AM
To: Don Geisinger
Cc: David Nagel
Subject: contact from Archstone construction personnel

Don, you asked about whether it's okay for you to respond to contact from Julian of Archstone's construction team. We have no objection to your discussing Bay Club construction matters with Archstone, with the understanding that those discussions are limited to post-closing construction issues. Neither Julian nor anyone else at Archstone speaks for the present ground lessee, NF Marina, regarding any matters.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

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From: Gary Jones
Sent: Wednesday, September 05, 2012 7:54 AM
To: Don Geisinger; Heintz, Jeffrey
Cc: Jules Treffer
Subject: RE: P8- Bay Club-construction

I agree.

Gary

From: Don Geisinger
Sent: Wednesday, September 05, 2012 7:41 AM
To: Matthew Kot
Subject: FW: sale of Bay Club to Archstone

Attachments: image001.jpg

Please see both e-mails below.

Don Geisinger

From: Don Geisinger
Sent: Wednesday, September 05, 2012 7:30 AM
To: Gary Jones; Heintz, Jeffrey
Cc: Jules Treffer
Subject: FW: P8- Bay Club-construction

Attachments: ~gmB04C.png; ~gm12A2.jpg

I received the e-mail below this morning.

I have a problem that Archstone is communicating about construction when Archstone has no contractual relationship with us. It would seem that all requests to us and approvals from us should be to and from Decron, not Archstone.

Before I say anything, I want to clear it with you.

Don Geisinger

----- Forwarded Message -----

From: Randy Sovereign
<rsovereign@decronproperties.com><mailto:rsovereign@decronproperties.com>
To: Dave Holland <dholland@rovnerconstruction.com>,<mailto:dholland@rovnerconstruction.com>
Kathy McGuire <kmcguire@rovnerconstruction.com>,<mailto:kmcguire@rovnerconstruction.com>
Steve Klaidman <sklaidman@rovnerconstruction.com><mailto:sklaidman@rovnerconstruction.com>
Cc:
Date: Tue, 4 Sep 2012 09:56:38 -0700
Subject: FW: P8- Bay Club-construction

FYI, I sent this back in August when I received it but here it is again.

I think you guys need to touch base with this guy Jules before you start anything up at the site.

Randy

From: Stephens, Julian [JStephens@archstonemail.com]
Sent: Wednesday, September 05, 2012 6:11 AM
To: Don Geisinger
Subject:Fwd: P8- Bay Club-construction

Attachments: ~gmB04C.png; ~gm12A2.jpg

Hello Don,

I trust from our telephone conversation last week that Work is approved to commence this morning, Wednesday 9/4/2012, and that the property owner is in conformance with the notification requirements as outlined in the land lease, see attached.

Please confirm.

On a going forward basis, all day to day coordination with the department will be communicated through our assigned property agent, Jules Trefler.

Thank you in advance for your assistance.

Julian D. Stephens | Vice President
Archstone | 3 MacArthur Place, suite 600
Santa Ana, CA 92707
D (714) 689-7032 C (310) 617-3060 F (800) 887-6777

Begin forwarded message:

From: Kathy McGuire
<kmcguire@rovnerconstruction.com<mailto:kmcguire@rovnerconstruction.com>>
Date: September 4, 2012 5:53:46 PM PDT
To: Julian Stephens <jstephens@archstonemail.com<mailto:jstephens@archstonemail.com>>
Subject: FWD: FW: P8- Bay Club-construction

Julian

I wanted to send this

Amended Lease (Amendment #6) see below

We have emailed Randy about this and he can not verify if the notifications or if anything was done.

Per our previous discussion these are Lessee requirements.
Let's discuss tomorrow

Thank you

Sincerely,

Kathy McGuire
Purchasing
Mike Rovner Construction, Inc.
1916 Duncan Street
Simi Valley, CA 93065
(805) 584-1213
www.rovnerconstruction.com<http://www.rovnerconstruction.com>
----- Forwarded Message -----

From: Randy Sovereign
<rsovereign@decronproperties.com><mailto:rsovereign@decronproperties.com>
To: Dave Holland <dholland@rovnerconstruction.com>,<mailto:dholland@rovnerconstruction.com>
Kathy McGuire <kmcguire@rovnerconstruction.com>,<mailto:kmcguire@rovnerconstruction.com>
Steve Klaidman <sklaidman@rovnerconstruction.com><mailto:sklaidman@rovnerconstruction.com>
Cc:
Date: Tue, 4 Sep 2012 09:56:38 -0700
Subject: FW: P8- Bay Club-construction

FYI, I sent this back in August when I received it but here it is again.

I think you guys need to touch base with this guy Jules before you start anything up at the site.

Randy

From: Jules Trefler [mailto:JTrefler@bh.lacounty.gov]
Sent: Wednesday, August 01, 2012 2:43 PM
To: Randy Sovereign
Cc: Michael Tripp
Subject: P8- Bay Club-construction

Hi Randy,
Parcel 8 is assigned to me as property agent for the Department.
My contact information is below.
Please contact me to discuss Lease provisions as they pertain to the construction.
I've summarized what I believe are the salient items in the Lease which we can discuss.
Lease documents are on-line at: <http://beaches.lacounty.gov/wps/portal/dbh> (click "Doing business with us..."; select "Marina del Rey Lease Archives"; go to "Amendment 6":

Parcel 8T

Bay Club Apartments and Marina

Original Lease<http://file.lacounty.gov/dbh/docs/cms1_148890.pdf>, Legal
Description<http://file.lacounty.gov/dbh/docs/cms1_148891.pdf>,
Amendment 1<http://file.lacounty.gov/dbh/docs/cms1_148892.pdf>, Amendment
2<http://file.lacounty.gov/dbh/docs/cms1_148896.pdf>, Amendment
3<http://file.lacounty.gov/dbh/docs/cms1_148897.pdf>,
Amendment 4<http://file.lacounty.gov/dbh/docs/cms1_148898.pdf>, Amendment
5<http://file.lacounty.gov/dbh/docs/cms1_148907.pdf> , Amendment
6<http://file.lacounty.gov/dbh/docs/cms1_148908.pdf>,
Amendment 7<http://file.lacounty.gov/dbh/docs/cms1_148910.pdf>, Amendment
8<http://file.lacounty.gov/dbh/docs/cms1_148911.pdf>, Amendment
9<http://file.lacounty.gov/dbh/docs/cms1_148912.pdf>,
Amendment 10<http://file.lacounty.gov/dbh/docs/cms1_148913.pdf>, Amendment
11<http://file.lacounty.gov/dbh/docs/cms1_148914.pdf>, Amendment
12<http://file.lacounty.gov/dbh/docs/cms1_148915.pdf>,
Option (December 8, 2009)

<http://file.lacounty.gov/dbh/docs/cms1_158347.pdf>Option<http://file.lacounty.gov/dbh/docs/cms1_169406.pdf>

Amended Lease (Amendment #6)

Prior to commencement of construction:

1. Plan Approval:

Submit schematic plans, preliminary plans and final plans together with specifications, material and labor cost estimates and proposed construction schedule for review and approval by Director, Design Control Boat and Engineer ("Engineer" is defined as County Engineer)

2. Written Approval:

Written approval prior to commencement of construction is required by Director for proposed improvements, additions, alterations, repairs, or changes, whose decision is final.

3. Surety Bond:

Corporate Surety Performance Bond required to be submitted 10 days prior to commencement of any construction; 50% of contract price of any construction, or, deposit with County cash or US securities.

4. Liens:

10 days prior to commencement of construction, furnish County with written notice of intention to commence construction so County may post upon premises a notice of non-responsibility.

During Construction:

1. Adherence to Work Schedule:

Lessee must conform to the greatest possible degree with construction schedule to be approved in advance by Director, and keep Director informed to commencement of construction and progress. Failure to diligently prosecute and complete work once initiated within approved schedule may constitute default of Lessee.

Thank you
Jules Trefler

[cid:image001.jpg@01CCEA71.2BAD1830]

From: Michael Tripp
Sent: Wednesday, August 01, 2012 2:34 PM
To: Jules Trefler
Subject: FW: Bay Club

Jules,

I spoke with Randy Sovereign at Decron regarding whom you should contact to inform them of their obligations under the lease. He said that you can speak to him directly. His phone number and email address are below.

Thank you,

Michael Tripp
310-305-9537

[cid:000002]

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Wednesday, August 01, 2012 10:42 AM
To: Michael Tripp
Subject: RE: Bay Club

Thanks.

My number is 323-376-2626

Randy

From: Steve Penn
Sent: Tuesday, September 04, 2012 6:13 PM
To: Don Geisinger
Cc: Gary Jones; Kerry Silverstrom; Matthew Kot; Sylvia Lo
Subject: FW: Parcel 8T Transfer

Attachments: image001.jpg

Please handle this PRA request. Matt should have the records sought after.

Thank you,

Steve Penn

From: Jon Nahhas [mailto:jnahhas@gmail.com]
Sent: Tuesday, September 04, 2012 6:08 PM
To: Gary Jones; Kerry Silverstrom; Steve Penn
Subject: Parcel 8T Transfer

Hi Gary, Kerry, & Steve,

We have some concerns about the transfer of the lease of Parcel 8T (Landside) Bay Club Apartments to Archstone. Would you please provide any documentation (including but not limited to letters, spreadsheets, contracts, emails, notes) your department has regarding the transfer of this lease? This notice should suffice as a submission of a Public Records Act request for government documents.

Thanks,

Jon Nahhas

The Boating Coalition

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 11:22 AM
To: Don Geisinger
Subject: RE: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: image001.jpg

Thanks D

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Wednesday, August 29, 2012 3:11 PM

To: Don Geisinger (DGeisinger@bh.lacounty.gov)

Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger
Sent: Tuesday, September 04, 2012 11:16 AM
To: 'Tom Schiff'
Subject: RE: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: image001.jpg

I will call you this afternoon. I have some things to attend to this morning.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 10:50 AM
To: Don Geisinger
Subject: FW: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Help Mr. Wizard! It's a closing condition that I get this okay of our "final plans." (See Sec. 5.3 of the Restated Lease.) Can I get something this week? I don't care how informal (perhaps it could even be an email), as long as I can show Archstone.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Tom Schiff
Sent: Wednesday, August 29, 2012 3:11 PM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Tuesday, September 04, 2012 10:50 AM
To: Don Geisinger
Subject: RE: sale of Bay Club to Archstone

Attachments: image001.jpg

Don:

I spoke with Archstone counsel on Friday. They are having trouble with their lender, CIGNA, and are considering alternatives, including funding the acquisition/renovation costs through an Archstone affiliate. I communicated that we would need to review the alternative.

Jeff

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, September 04, 2012 10:50 AM
To: Don Geisinger
Subject: FW: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: image001.jpg; Ltr to Geisinger 4-24-12.pdf

Help Mr. Wizard! It's a closing condition that I get this okay of our "final plans." (See Sec. 5.3 of the Restated Lease.) Can I get something this week? I don't care how informal (perhaps it could even be an email), as long as I can show Archstone.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Tom Schiff
Sent: Wednesday, August 29, 2012 3:11 PM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Thomas E. Schiff

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Tuesday, September 04, 2012 10:39 AM

To: Don Geisinger; 'Heintz, Jeffrey'

Subject: sale of Bay Club to Archstone

Attachments: image001.jpg; Third Amendment to PSA signed by Buyer and Seller 8-31-12.pdf

We delayed the closing to a week from Friday, September 14. See the attached. Jeff, please be sure to coordinate with me and Adam Berkoff next week so we can be sure all the required documents are into escrow (restated lease signed by the County and Archstone; estoppel certificate, etc.)

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com <mailto:tschiff@decronproperties.com>

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger
Sent: Tuesday, September 04, 2012 9:02 AM
To: Ismael Lopez
Cc: Jules Treffer
Subject: RE: The Bay Club

Attachments: image001.jpg; image002.jpg; image004.jpg

Yes although the Amended and Restated Lease has not been executed.

Decron has received permission to commence construction today. The reason is that the closing with Archstone has been delayed and neither Decron nor Archstone want to delay construction due to the short window for working in the water.

Do you have a copy of the Parcel 8 plans? I would like to see them.

Thanks.

Don Geisinger

From: Ismael Lopez
Sent: Tuesday, September 04, 2012 8:46 AM
To: Don Geisinger
Subject: FW: The Bay Club

Don, has the option to extend lease been exercised for Parcel 8?

Regards,

Ismael Lopez

Planning Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way (updated)

Marina del Rey, CA 90292

Office: 310-822-4639

iLopez@bh.lacounty.gov

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Friday, August 31, 2012 12:29 PM
To: Heintz, Jeffrey; Don Geisinger
Cc: Gary Jones; David Nagel
Subject: RE: Bay Club - affirmation of exercise of option

Attachments: image001.jpg

Thank you, gentlemen.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]

Sent: Friday, August 31, 2012 12:24 PM

To: Tom Schiff; DGeisinger@bh.lacounty.gov

Cc: gjones@bh.lacounty.gov; David Nagel

Subject: RE: Bay Club - affirmation of exercise of option

Tom, thank you for your letter. This will confirm on behalf of DBH that lessee is authorized to commence the marina construction on September 4.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |

jeffrey.heintz@mto.com | www.mto.com <outbind://98/www.mto.com>

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be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. Thank you.

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Friday, August 31, 2012 11:29 AM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Cc: Gary Jones (gjones@bh.lacounty.gov); Heintz, Jeffrey; David Nagel
Subject: Bay Club - affirmation of exercise of option

Don, please see the attached letter.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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Sent: Friday, August 31, 2012 12:24 PM
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Subject: RE: Bay Club - affirmation of exercise of option

Attachments: image001.jpg

Tom, thank you for your letter. This will confirm on behalf of DBH that lessee is authorized to commence the marina construction on September 4.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
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Sent: Friday, August 31, 2012 11:29 AM
To: Don Geisinger (DGeisinger@bh.lacounty.gov)
Cc: Gary Jones (gjones@bh.lacounty.gov); Heintz, Jeffrey; David Nagel
Subject: Bay Club - affirmation of exercise of option

Don, please see the attached letter.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Gary Jones
Sent: Friday, August 31, 2012 12:19 PM
To: Heintz, Jeffrey; Don Geisinger
Subject: Re: Bay Club - affirmation of exercise of option

Attachments: image001.jpg

I'm okay with you confirming with Tom. Thanks.

Gary
"Heintz, Jeffrey" wrote:
Gary and Don:

I spoke with Tom this morning. I told him that the letter was acceptable to me and that it covered what we asked Decron to confirm as a condition to permitting it to commence marina construction on Tuesday. If you check your e-mail and are able, Tom would like an e-mail back today confirming that he is authorized to commence the marina construction on Tuesday. He would like to be able to communicate that to the contractor today if possible so that he doesn't lose time. I can communicate that confirmation to Tom if you would like me to do so, but I didn't want to do it without checking with you first.

Jeff

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Friday, August 31, 2012 9:23 AM
To: 'Heintz, Jeffrey'; Don Geisinger
Cc: David Nagel; Randy Sovereign

Subject:RE: letter confirming option exercise

Attachments: image001.jpg

Jeff, was this okay? We'd like to get an okay today for work to start this coming Tuesday Sept 4 if at all possible. Thanks.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Thursday, August 30, 2012 6:10 PM

To: 'Heintz, Jeffrey'; Don Geisinger (DGeisinger@bh.lacounty.gov)

Cc: David Nagel

Subject: letter confirming option exercise

Jeff, here's the draft letter per our discussion this afternoon. Is this acceptable? If so I'll execute same and email it to you and Don.

(An alternative to the approach in the last paragraph would just be to confirm that we have been cleared to lift the voluntarily delay in the start of construction, rather than asking for a confirmation from B&H.)

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, August 30, 2012 3:42 PM
To: Don Geisinger
Subject: Bay Club - marina slip mix; phasing information

Attachments: image001.jpg; Exh A10.1.pdf; Bay Club Existing & New.pdf; Actual Vs Proposed.pdf; exhibit A to the lease Rev Aug30-12.doc; exhibit A to the lease Rev Aug30-12RED.doc; letter to Geisinger Jun15-12.doc; letter to Geisinger Jul11-12.doc

Don, Randy Mason of URS sent me the attached this morning. These are the latest documents URS prepared. Before I mark them up for the phasing exhibit (if that's what you need), let's discuss. Let's also take a look to see if they're the same as you have in Exhibit B. At first glance I think they are but let's go over them together.

Also, I revised the apartment phasing section of the Ground Lease exhibit. See pages 7 and 8 of the attached clean and redlined exhibit document. I didn't revise the marina phasing part because I didn't know if you were doing that based on the two letters we sent you.

I've attached Word versions of the marina phasing letters so you can copy and paste as necessary, if that's helpful.

Thomas E. Schiff

Executive Vice President / General Counsel

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Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Wednesday, August 29, 2012 6:15 PM

To: Don Geisinger

Cc: David Nagel; Randy Sovereign

Subject: Don, did you have those GMED corrections you could email us?

Attachments: image001.jpg

Thomas E. Schiff

Executive Vice President / General Counsel

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www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, August 29, 2012 3:11 PM
To: Don Geisinger
Subject: here's that letter re Bay Club (see request for approval at bottom of p. 2)

Attachments: image001.jpg; Ltr to Geisinger 4-24-12.pdf

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Wednesday, August 29, 2012 2:10 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Don Geisinger; Ruby, Rick
Subject: RE:

I am correcting the estoppel.

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Wednesday, August 29, 2012 6:24 AM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.
Subject:

Jeffrey--Regarding the Estoppel, we had a question regarding the stated security deposit amount. It seems low. We thought the security deposit was equal to three months of minimum rent. Please let me know your thoughts.

Thanks,

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293

T 312.368.7266
F 312.630.5331

adam.berkoff@DLA Piper.com

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From: Berkoff, Adam T. [Adam.Berkoff@dlapiper.com]
Sent: Wednesday, August 29, 2012 2:09 PM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.; Don Geisinger; Ruby, Rick
Subject: RE:

Great--thanks, Jeff.

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Wednesday, August 29, 2012 4:08 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Don Geisinger
Subject: RE:

Adam:

You are correct that the security deposit amount referenced in the estoppel is in error. The existing security deposit currently on hand is \$135,963.

Jeff

From: Heintz, Jeffrey
Sent: Wednesday, August 29, 2012 10:21 AM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.
Subject: RE:

I will have DBH double check the current amount of the security deposit. Whatever the current amount is, at closing Archstone will need to deliver the shortfall amount necessary to bring the security deposit to 3x Monthly Minimum Rent (i.e., \$162,205 less existing security deposit).

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Wednesday, August 29, 2012 6:24 AM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.
Subject:

Jeffrey--Regarding the Estoppel, we had a question regarding the stated security deposit amount. It seems low. We thought the security deposit was equal to three months of minimum rent. Please let me know your thoughts.

Thanks,

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

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To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.
Subject: RE:

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From: Berkoff, Adam T. [Adam.Berkoff@dlapiper.com]
Sent: Monday, August 27, 2012 12:45 PM

To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: RE: Parcel 8 - Bay Club

Jeffrey--I am reviewing and will get back to you. Thanks.

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Monday, August 27, 2012 2:05 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: RE: Parcel 8 - Bay Club

Adam:

We are setting up an appointment with the clerk to have these documents signed on either Tuesday or Wednesday morning. Please confirm that they are final. Thanks.

Jeff

From: Heintz, Jeffrey
Sent: Thursday, August 23, 2012 6:15 PM
To: 'Berkoff, Adam T.'
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: Parcel 8 - Bay Club

Adam:

Attached are the following:

1. Clean and red-lined versions of the Estoppel Certificate and Consent.
2. Memorandum of Lease.

The Estoppel Certificate and Consent is in the same form as previously approved except that the factual information has been completed.

Please confirm that these documents are acceptable for execution. We are setting up an appointment with the clerk's office to have them signed on behalf of the County on Monday. Thanks.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP

355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file://www.mto.com>

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, August 27, 2012 12:45 PM
To: Don Geisinger
Subject: more re Bay Club

Don, it looks like Paul Wong gave the okay on the marina permit.

Can we get him to communicate a similar okay on the permits for Buildings A, B and C? They have nothing to do with the abutment permit and we've got to have them for the Archstone closing.

Thomas E. Schiff
Executive Vice President / General Counsel

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Fax: 323.556.6626
tschiff@decronproperties.com
www.decronproperties.com

-----Original Message-----

From: Randy Sovereign
Sent: Monday, August 27, 2012 12:43 PM
To: Tom Schiff
Subject: FW: Final Approval and Permit

FYI, I'm on my way down to B & S now for the marina permit. Any word on the landside permits yet?

-----Original Message-----

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Monday, August 27, 2012 12:38 PM
To: Randy Sovereign
Subject: Re: Final Approval and Permit

Thanks. Talked to sea fan. Paul wong emailed him an approval. See you at 130

Sent from my Verizon Wireless 4G LTE DROID

Randy Sovereign <rsovereign@decronproperties.com> wrote:

Just got them. I havn't heard anything from Beaches and Harbors yet on approvals

Sent from my HTC smartphone on the Now Network from Sprint!

----- Reply message -----

From: "Elias Travis" <etravis@bellingham-marine.com>
To: "Randy Sovereign" <rsovereign@decronproperties.com>
Subject: Final Approval and Permit
Date: Mon, Aug 27, 2012 11:31 am

Just picked up gmed approval. Have the plans arrived?
Thanks

Sent from my Verizon Wireless 4G LTE DROID

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, August 27, 2012 12:12 PM
To: Don Geisinger
Subject: reminder about the 5 minutes

Follow Up Flag: Follow up
Flag Status: Red

Attachments: image001.jpg

Our construction team has an appointment with Sea Fan at 1:30. Agenda is to pull the marina permit. But Sea Fan says he won't do that unless he has something "in writing" from B&H that it's okay. Maybe email counts as "writing." Do you know if Sea Fan has been notified? If not the construction guys don't want to drive all the way down there just to be turned down.

It would also be good if Sea Fan knows we can pull the Building A, B & C permits too, and that the abutment permit won't hold those up.

Any update?

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com <mailto:tschiff@decronproperties.com>

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Monday, August 27, 2012 12:05 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: RE: Parcel 8 - Bay Club

Adam:

We are setting up an appointment with the clerk to have these documents signed on either Tuesday or Wednesday morning. Please confirm that they are final. Thanks.

Jeff

From: Heintz, Jeffrey
Sent: Thursday, August 23, 2012 6:15 PM
To: 'Berkoff, Adam T.'
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: Parcel 8 - Bay Club

Adam:

Attached are the following:

1. Clean and red-lined versions of the Estoppel Certificate and Consent.
2. Memorandum of Lease.

The Estoppel Certificate and Consent is in the same form as previously approved except that the factual information has been completed.

Please confirm that these documents are acceptable for execution. We are setting up an appointment with the clerk's office to have them signed on behalf of the County on Monday. Thanks.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
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IDOCS_18414443_1.DOC >>

From: Gary Jones
Sent: Monday, August 27, 2012 11:49 AM
To: Don Geisinger
Subject: RE: Bat Club

Attachments: image001.jpg

So now they have the permit to start phase 1 – correct?

From: Don Geisinger
Sent: Monday, August 27, 2012 10:38 AM
To: Gary Jones
Subject: FW: Bat Club

Attachments: image001.jpg; letter to Geisinger Jun14-12.doc.html

I thought that the permit was to be issued with the understanding that docks would be constructed pursuant to the phasing schedule that lessee provided us. Please see attached letter.

We plan to modify the Exhibit B to provide for the revised phasing for both the docks and apartments.

If we only issue a partial permit. my concern is that we will only complicate an already complicated matter.

Thanks.

Don Geisinger

From: Paul Wong
Sent: Monday, August 27, 2012 10:33 AM
To: Gary Jones
Cc: Don Geisinger
Subject: FW: Bat Club

Attachments: image001.jpg

FYI

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Paul Wong
Sent: Monday, August 27, 2012 10:33 AM
To: 'Fan, Sea'
Cc: Itani, Roy (Riad)
Subject: RE: Bat Club

Hello Sea,

Thank you for your phone call. The Department of Beaches and Harbors would not object to the issuance of a partial permit for construction of docks B2700 through B3100 at this time. This is based on my understanding that these are the only docks that have met all requirements, including approval from GMED.

Let me know if you have further questions or concerns.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Fan, Sea [mailto:SEFAN@dpw.lacounty.gov]
Sent: Monday, August 27, 2012 9:15 AM
To: Randy Sovereign
Cc: Itani, Roy (Riad); Paul Wong; Elias Travis
Subject: RE: Bat Club

Randy,

I am not sure where you get your Thursday's information. But let me recap the current status:

We are ready to issue the building permit for the seaside dock work provided the soils engineer has reviewed and approved the plans, and all agency approval is obtained including Sec. 404 permit. We need an updated Beach and Harbor approval for reasons that was disclosed in my previous e-mail.

The landside permit is still pending on agency approval including GMED's approval of the soils report.

In the interest of time, the seaside permit will be handled separately from the landside in that it can be issued even if the landside permit is not ready.

Hope this helps.

Thanks.

Sea

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Monday, August 27, 2012 8:47 AM
To: PWong@bh.lacounty.gov
Cc: Fan, Sea; Itani, Roy (Riad)
Subject: Bat Club

Paul,

I was informed Thursday evening that we can now pull all available permits for Bay Club, I just want to make sure that we have the approval to go to building and safety to pull everything we have approved and ready to issue for both the waterside and the landside.

Can you please let me so we can then go pull these.

Thank You,

Randy

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, August 27, 2012 10:13 AM
To: Don Geisinger
Subject:FW: RE: Final Approval and Permit

Help!!!!!!

Thomas E. Schiff
Executive Vice President / General Counsel

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tschiff@decronproperties.com
www.decronproperties.com

-----Original Message-----

From: Randy Sovereign
Sent: Monday, August 27, 2012 10:07 AM
To: Tom Schiff
Subject: FW: RE: Final Approval and Permit

Now building and safety won't release the waterside permit till they get approval in writing from beaches and harbors. See Sea Fans e mail below.

-----Original Message-----

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Monday, August 27, 2012 10:04 AM
To: Randy Sovereign
Subject: Fwd: RE: Final Approval and Permit

Randy,
See below. Is this being taken care of today before 130?
Thanks,
Elias

Sent from my Verizon Wireless 4G LTE DROID

----- Original Message -----

Subject: RE: Final Approval and Permit
From: "Fan, Sea" <SEFAN@dpw.lacounty.gov>
To: Elias Travis <etravis@bellingham-marine.com>
CC: "Itani, Roy (Riad)" <RITANI@dpw.lacounty.gov>

Elias,

Call me before you leave your office. We still haven't got a final written approval from Beach and Harbor yet.

Sea
323-820-6504

-----Original Message-----

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Monday, August 27, 2012 9:22 AM
To: Fan, Sea
Subject: RE: Final Approval and Permit

Thanks Sea. We will see you at 130 today.
Thanks,
Elias

Sent from my Verizon Wireless 4G LTE DROID

"Fan, Sea" <SEFAN@dpw.lacounty.gov> wrote:

Elias,

I talked to Roy this morning and we can issue the permit for the seaside only without waiting for the landside as long as Beach and Harbor is OK and grants its approval today. Make sure soils engineer signs off on the plan and you have other Agency approval including Sec. 404 permits.

We can meet today at 1:30 or 2:30 p.m.

Thanks.

Sea

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Friday, August 24, 2012 10:46 AM
To: Fan, Sea
Subject: RE: Final Approval and Permit

Sea,

The Client would like to move our meeting to Monday mid-day. Beaches and Harbors will contact your department regarding the release of the permit. Please let me know your availability mid-day Monday.

Thanks,

Elias

From: Fan, Sea [mailto:SEFAN@dpw.lacounty.gov]<mailto:[mailto:SEFAN@dpw.lacounty.gov]>
Sent: Wednesday, August 22, 2012 4:42 PM
To: Elias Travis
Cc: Itani, Roy (Riad); Herbert, Curtis; Tae Kim
Subject: RE: Final Approval and Permit

Travis,

See response below.

Thanks.

Sea

From: Elias Travis [mailto:etravis@bellingham-marine.com]<mailto:[mailto:etravis@bellingham-marine.com]>

Sent: Wednesday, August 22, 2012 4:21 PM
To: Fan, Sea
Subject: Final Approval and Permit

Hi Sea,

We have been working hard to get GMED approval and we have just received it. I am working on getting the final package ready to bring to you for final approval and permit issuance. I have a few questions:

Awhile back I was told the permit fee was going to be \$57,417.70 . Please Verify? I will bring a check with me.

If you were given that number before July 1st, please call our permit tech. (323-820-6504) for an updated fee as there is an increase effective July 1st. Please also include the additional soils report review fee asked by Yosh unless somebody else is taking care of it.

Per our previous discussion, I need two full signed sets of plans, one architectural set, and one set of signed calcs. Does the architectural set need to be signed? What does the architectural set need to include?

The architectural set should include everything minus the structural plans.

I will bring all of my individual approved plans with me (Fire(2), mechanical, electrical, GMED). Is there anything else I need to bring?

We need a final written approval from Beach and Harbor. See my previous e-mail on this subject. Also a copy of your Section 404 permit from Army Corp. of Engineer is required.

I am planning on coming down there with everything Tuesday or Wednesday of next week depending on when I can get all of the signatures. We can do an early afternoon appointment if you prefer so I don't take up a lot of your time during over the counter plan check hours. Please let me know what works best.

I will leave 1:30 p.m. next Tuesday open for you. But let me check with Roy on Monday to see if we should issue the permit for the dock while the landside permit is not ready (pending on GMED approval of gangway support). Personally I don't think it makes sense to issue one without the other. But I will call you after checking with Roy.

You should also coordinate with Tae Kim as the sanitary facilities for the dock are in the apartment buildings. As such, the building permits for rehabilitating the apartment buildings should also be issued at the same time. If the owner doesn't want to do that, Tae should consider separating the restroom upgrade work from the apartment rehab. work and we can issue a separate permit for the restroom upgrade.

Thank you for your assistance throughout this process,

Elias Travis, PE

Marina Interface Specialist
Bellingham Marine Industries, Inc.
1205 Business Park Drive
Dixon, CA 95620
(916) 214-1438 cell
(707) 678-2385 office
(707) 678-1760 fax

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, August 27, 2012 9:44 AM
To: Don Geisinger
Cc: David Nagel; Randy Sovereign
Subject: Bay Club

Attachments: image001.jpg

The email below is what we're dealing with. Sea Fan is holding all the permits until they hear that the abutment permit can be divorced from the others. I have interlineated notes in all caps.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Randy Sovereign
Sent: Monday, August 27, 2012 9:20 AM
To: Tom Schiff; David Nagel
Subject: FW: Bat Club

This is just in from Sea Fan at building and safety.

From: Fan, Sea [mailto:SEFAN@dpw.lacounty.gov]
Sent: Monday, August 27, 2012 9:15 AM
To: Randy Sovereign
Cc: Itani, Roy (Riad); PWong@bh.lacounty.gov; Elias Travis
Subject: RE: Bat Club

Randy,

I am not sure where you get your Thursday's information. But let me recap the current status:

We are ready to issue the building permit for the seaside dock work provided the soils engineer has reviewed and approved the plans [THEY HAVE DONE THAT], and all agency approval is obtained [HE'S REFERRING TO BEACHES & HARBORS AND/OR THE ARMY CORPS AND/OR THE COASTAL COMMISSION, ALL OF WHOM HAVE APPROVED] including Sec. 404 permit. We need an updated Beach and Harbor approval for reasons that was disclosed in my previous e-mail.

The landside permit is still pending on agency approval including GMED's approval of the soils report. [BY "LANDSIDE PERMIT" HE'S REFERRING TO THE ABUTMENT PERMIT]

In the interest of time, the seaside permit will be handled separately from the landside in that it can be issued even if the landside permit is not ready.

Hope this helps.

Thanks.

Sea

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Monday, August 27, 2012 8:47 AM
To: PWong@bh.lacounty.gov
Cc: Fan, Sea; Itani, Roy (Riad)
Subject: Bat Club

Paul,

I was informed Thursday evening that we can now pull all available permits for Bay Club, I just want to make sure that we have the approval to go to building and safety to pull everything we have approved and ready to issue for both the waterside and the landside.

Can you please let me so we can then go pull these.

Thank You,

Randy

From: Adriana Zarate-Lee
Sent: Monday, August 27, 2012 8:13 AM
To: Don Geisinger
Subject: FW: Parcel 8

Attachments: image001.jpg; Wire Trasnfer Instruction (2).pdf.html

Below are the Wire transfer instructions received from Los Angeles county Treasurer and Tax Collector's office:

BANK OF AMERICA

ABA#0260-0959-3

CREDIT: LOS ANGELES COUNTY TREASURER

ACCOUNT # 14590-52003

REFERENCE (Beaches & Harbors, 00027 – 9659, A01)

Don, please let us know at least ONE day prior to the money wired in so we notify the Treasurer's Office for proper credit to our department.

Thank you,

Adriana Zarate-Lee

From: Adriana Zarate-Lee
Sent: Thursday, August 23, 2012 1:22 PM
To: Zemedkun Solomon
Subject: FW: Parcel 8

Please work with TTC to see what we need to do to process a wire transfer for the sale of Parcel 8.

Thank you,

Adriana Zarate-Lee

From: Don Geisinger
Sent: Thursday, August 23, 2012 1:13 PM
To: Ron Frisch; Adriana Zarate-Lee
Cc: Gary Jones
Subject: FW: Parcel 8

Please read Jeff's e-mail below and let me know what, if any, amounts other than the participation fee is due and owing to the County from the Parcel 8 Lessee.

Time is of the essence in this matter.

Thanks.

Don Geisinger

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, August 23, 2012 6:15 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Don Geisinger; Caves, Amy
Subject: Parcel 8 - Bay Club

Attachments: IDOCS_18130762_4.DOC.html; IDOCS_18413832_1.DOC.html;
IDOCS_18414443_1.DOC.html

Adam:

Attached are the following:

1. Clean and red-lined versions of the Estoppel Certificate and Consent.
2. Memorandum of Lease.

The Estoppel Certificate and Consent is in the same form as previously approved except that the factual information has been completed.

Please confirm that these documents are acceptable for execution. We are setting up an appointment with the clerk's office to have them signed on behalf of the County on Monday. Thanks.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |

jeffrey.heintz@mto.com | www.mto.com <file:///www.mto.com>

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, August 23, 2012 3:41 PM
To: Gary Jones
Cc: Don Geisinger; David Nagel
Subject: FW: The Bay Club Gangway Abutment PC # BL1206060075 (LANDSIDE PERMIT)

Gary, I'm going to try you on the phone momentarily. All our submittals for our waterside permit have been approved. As for the gangway abutment permit, GMED has confirmed that they have everything they need (see below) other than stamps on some of the plans (I understand the stamps are presently being added), and that GMED is reviewing all the abutment submittals.

In the ideal world we'd pull all our permits including the abutment permits by Monday. Second best would be able to pull the waterside permit and all the landside permits other than the abutment permit on Monday, if GMED needs a bit more time on the latter. Archstone is telling me their lender needs five business days to tee up the closing, our closing deadline as you may recall is August 31, and the lender wants to know the permit condition for the closing has been fulfilled.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Randy Sovereign
Sent: Thursday, August 23, 2012 3:25 PM
To: Tom Schiff; David Nagel
Subject: Fwd: The Bay Club Gangway Abutment PC # BL1206060075 (LANDSIDE PERMIT)

Here is the latest from GMED on the abutment plans.

Sent from my HTC smartphone on the Now Network from Sprint!

----- Forwarded message -----

From: "Morisaku, Yoshiya" <YMORISAKU@dpw.lacounty.gov>
To: "Alan Shiosaki" <alan.shiosaki@englekirk.com>
Cc: "Fan, Sea" <SEFAN@dpw.lacounty.gov>, "Randy Sovereign" <rsovereign@decronproperties.com>, "D'Antonio, Rossana" <RDANTON@dpw.lacounty.gov>
Subject: The Bay Club Gangway Abutment PC # BL1206060075 (LANDSIDE PERMIT)
Date: Thu, Aug 23, 2012 1:40 pm

Hi Alan,

The details you have in your previous email looks fine.

Please have your Soils Engineer wet sign and wet stamp and please provide us the plans.

We will continue with the review of the report in the meantime.

Please let me know if you have any questions.

Thank you.

Yosh

GMED.

From: Alan Shiosaki [mailto:alan.shiosaki@englekirk.com]
<mailto:%5bmailto:alan.shiosaki@englekirk.com%5d>
Sent: Thursday, August 23, 2012 8:23 AM
To: Morisaku, Yoshiya
Cc: Fan, Sea; 'Randy Sovereign'
Subject: The Bay Club Gangway Abytment PC # BL1206060075

Yosh:

Thank you taking the time to meet with on Tuesday and go over the plans we were submitting. During our meeting you indicated that prior to approval the gangway drawings would have to be revised to represent the foundation as indicated on the structural drawings and the geotechnical engineer would be required to review and stamp and sign the foundation related drawings.

I have included the revised gangway drawings so you know that has been done and I can provide (2) hard copies when you need them and I have attached the email from the geotechnical engineer indicating that he has reviewed the drawings and they are okay and will stamp and sign them. From our conversation, the revisions to the gangway drawings and the stamp and signature of the geotechnical engineer would NOT affect your ability to review the geotechnical report, if I have misunderstood your requirements please contact me.

Thanks,

Alan

Alan T. Shiosaki, SE
Vice President

<<http://www.englekirk.com>>

2116 Arlington Ave.

Los Angeles, CA 90018

T 323.733.6673 x326

F 323 733.8682

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, August 23, 2012 3:22 PM
To: Steve Penn
Cc: Don Geisinger
Subject: RE: Bay Club -- Ground Lessor Estoppel Certificate

Attachments: image003.jpg; image002.jpg

Beautiful, thanks.

From: Steve Penn [mailto:SPenn@bh.lacounty.gov]
Sent: Thursday, August 23, 2012 2:17 PM
To: Heintz, Jeffrey
Subject: FW: Bay Club -- Ground Lessor Estoppel Certificate

The letter was dated 9/21/2010. See attached.

Thank you,

Steve Penn

From: Jules Trefler
Sent: Thursday, August 23, 2012 2:14 PM
To: Steve Penn
Subject: RE: Bay Club -- Ground Lessor Estoppel Certificate

Hi Steve,

Please see attached. Matt found the letter. I've attached it to P8 in REportfolio for future reference.

Thank you

Jules Trefler

From: Steve Penn
Sent: Thursday, August 23, 2012 1:26 PM
To: Jules Trefler
Subject: FW: Bay Club -- Ground Lessor Estoppel Certificate

Jules,

Please find the date Jeff needs (highlighted in yellow below).

Thank you,

Steve Penn

From: Andrew Hong [mailto:AHong@bh.lacounty.gov]
Sent: Thursday, August 23, 2012 1:21 PM
To: Heintz, Jeffrey; Don Geisinger; Adriana Zarate-Lee; Steve Penn
Cc: Caves, Amy
Subject: RE: Bay Club -- Ground Lessor Estoppel Certificate

Your assumption 2 is correct, but the first sentence of section D.5 in your attached document needs to be clarified. Our leasehold audit verifies the percentage rents only. What does "other charges" mean? The audit scope does not include review of other charges such as administrative transfers, extension fee, etc.

Rents and other charges have been fully paid under the Lease through _____, 20____, October 31, 2008, as verified by formal audit.

Thank you,

Andrew Hong, CIA, CISA

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, August 23, 2012 11:52 AM
To: Don Geisinger; Andrew Hong; Adriana Zarate-Lee; Steve Penn
Cc: Caves, Amy
Subject: Bay Club -- Ground Lessor Estoppel Certificate

Attachments: IDOCS_18413832_1.DOC.html

Don, Steve, Adriana and Andrew:

The transfer of the leasehold to Archstone is scheduled to close next week. I have completed the rent payment information in the Estoppel Certificate and Consent and have attached a red-lined copy for your review. My assumptions are:

1. Lessee paid August rent (including percentage rent for July gross receipts).
2. The current audit is not yet complete and thus rent has been audited through only October 31, 2008.

Please let me know if you have any comments to the document or if either of the above assumptions is incorrect.

Don (or Steve if you can find it and Don is out), please let me know the date of the letter in which the Director extended the term of the option through June 8, 2011. This was the Director extension that

occurred prior to the formal Renewal that was subsequently approved by the Board. You will see that there is a blank for the date of this letter in the first paragraph of the document.

Thanks.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file://www.mto.com>

NOTICE

This message is confidential and may contain information that is privileged, attorney work product or otherwise exempt from disclosure under applicable law. It is not intended for transmission to, or receipt by, any unauthorized person. If you have received this message in error, do not read it. Please delete it without copying it, and notify the sender by separate e-mail so that our address record can be corrected. To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. Thank you

.

<<IDOCs_18413832_1.DOC>>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, August 23, 2012 8:47 AM
To: Don Geisinger
Cc: David Nagel
Subject: Re: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

David I spoke with Don. Listen to my VM at the office.

Sent from my iPhone

On Aug 23, 2012, at 7:35 AM, "Don Geisinger" <DGeisinger@bh.lacounty.gov> wrote:

Please have Tom call me on my cell phone to discuss. I am on jury duty and am looking at a 3-week trial.

My cell phone number is: (310) ***-####.

Don Geisinger

From: David Nagel [dnagel@decronproperties.com]
Sent: Thursday, August 23, 2012 6:47 AM
To: Tom Schiff
Cc: Don Geisinger
Subject: Re: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Don

We really need your help now to somehow get the marina and landslide permits which are both likely ready to be issued Monday if we can get the county to allow the interface permit to be separately pulled

Can we get this approved?

If not I am afraid we won't be able to close on aug 31

David Nagel
Sent from my iPhone

On Aug 22, 2012, at 4:51 PM, "Tom Schiff" <TSchiff@decronproperties.com> wrote:

Confirmation of the good news I left on your voice mail.

Yours,
Tom

Sent from my iPhone

Begin forwarded message:

From: Randy Sovereign <rsovereign@decronproperties.com>
Date: August 22, 2012 4:07:11 PM PDT
To: David Nagel <dnagel@decronproperties.com>, Tom Schiff
<TSchiff@decronproperties.com>
Subject: Fwd: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Here is the approval for the waterside work.

Sent from my HTC smartphone on the Now Network from Sprint!

----- Forwarded message -----

From: "Elias Travis" <etravis@bellingham-marine.com>

To: "Randy Sovereign" <rsovereign@decronproperties.com>

Cc: "Jim Puder" <jpuder@bellingham-marine.com>, "Eric Noegel" <enoegel@bellingham-marine.com>, "Mark Secrest" <msecrest@bellingham-marine.com>, "Tae Kim" <tkim@vtbs.com>, "mpetroni@pecengineering.com" <mpetroni@pecengineering.com>, "alan.shiosaki@englekirk.com" <alan.shiosaki@englekirk.com>

Subject: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Date: Wed, Aug 22, 2012 3:33 pm

Randy,

Please see below. The waterside plans have now been approved through GMED!! I am working on getting signatures on the revised sheets and will head in early next week to get the permit. I will need you to cut me a check for the permit fees. I contacted B&S awhile back and they quoted me \$57,417.70 . I will contact sea fan to verify that is the correct number and get back to you shortly.

Thanks,

Elias Travis, PE

Marina Interface Specialist

Bellingham Marine Industries, Inc.

1205 Business Park Drive

Dixon, CA 95620

(916) 214-1438 cell

(707) 678-2385 office

(707) 678-1760 fax

From: Morisaku, Yoshiya [mailto:YMORISAKU@dpw.lacounty.gov]
Sent: Wednesday, August 22, 2012 2:51 PM
To: Elias Travis; wcrampton@terracosta.com
Cc: D'Antonio, Rossana; Fan, Sea; Itani, Roy (Riad); 'Paul Wong'
(PWong@bh.lacounty.gov); Burger, Karin
Subject: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

The latest GMED review sheets have been completed; we have no further comments.

Attached is the GMED fees due form for the review time of the latest submittal.

Please print out the page and pay for the fees at the Building and Safety District Office.

Please provide us with a copy of the fee receipt.

We will be able to issue the review sheets once the fees have been paid.

Thank you much.

Yosh

GMED/Geotechnical Review

L.A. County, Dept. Public Works

Ph: (626) 458-4923

Fx: (626) 458-4913

Em: ymorisaku@dpw.lacounty.gov

<14015 Tahiti Way, BP FEES DUE 8-21-12.pdf>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, August 22, 2012 4:48 PM
To: Don Geisinger
Cc: David Nagel
Subject: Fwd: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Attachments: 14015 Tahiti Way, BP FEES DUE 8-21-12.pdf.html; ATT00001..htm.html

Confirmation of the good news I left on your voice mail.

Yours,
Tom

Sent from my iPhone

Begin forwarded message:

From: Randy Sovereign <rsovereign@decronproperties.com>
Date: August 22, 2012 4:07:11 PM PDT
To: David Nagel <dnagel@decronproperties.com>, Tom Schiff <TSchiff@decronproperties.com>
Subject: Fwd: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Here is the approval for the waterside work.

Sent from my HTC smartphone on the Now Network from Sprint!

----- Forwarded message -----

From: "Elias Travis" <etravis@bellingham-marine.com>
To: "Randy Sovereign" <rsovereign@decronproperties.com>
Cc: "Jim Puder" <jpuder@bellingham-marine.com>, "Eric Noegel" <enoegel@bellingham-marine.com>, "Mark Secrest" <msecrest@bellingham-marine.com>, "'Tae Kim' (tkim@vtbs.com)" <tkim@vtbs.com>, "mpetroni@pecengineering.com" <mpetroni@pecengineering.com>, "alan.shiosaki@englekirk.com" <alan.shiosaki@englekirk.com>
Subject: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)
Date: Wed, Aug 22, 2012 3:33 pm

Randy,

Please see below. The waterside plans have now been approved through GMED!! I am working on getting signatures on the revised sheets and will head in early next week to get the permit. I will need you to cut me a check for the permit fees. I contacted B&S awhile back and they quoted me \$57,417.70 . I will contact sea fan to verify that is the correct number and get back to you shortly.

Thanks,

Elias Travis, PE

Marina Interface Specialist

Bellingham Marine Industries, Inc.

1205 Business Park Drive

Dixon, CA 95620

(916) 214-1438 cell

(707) 678-2385 office

(707) 678-1760 fax

From: Morisaku, Yoshiya [mailto:YMORISAKU@dpw.lacounty.gov]
Sent: Wednesday, August 22, 2012 2:51 PM
To: Elias Travis; wcrampton@terracosta.com
Cc: D'Antonio, Rossana; Fan, Sea; Itani, Roy (Riad); 'Paul Wong' (PWong@bh.lacounty.gov);
Burger, Karin
Subject: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

The latest GMED review sheets have been completed; we have no further comments.

Attached is the GMED fees due form for the review time of the latest submittal.

Please print out the page and pay for the fees at the Building and Safety District Office.

Please provide us with a copy of the fee receipt.

We will be able to issue the review sheets once the fees have been paid.

Thank you much.

Yosh

GMED/Geotechnical Review

L.A. County, Dept. Public Works

Ph: (626) 458-4923

Fx: (626) 458-4913

Em: ymorisaku@dpw.lacounty.gov

From: Paul Wong
Sent: Wednesday, August 22, 2012 3:04 PM
To: Gary Jones; Steve Penn; Don Geisinger
Subject: Fwd: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

Attachments: 14015 Tahiti Way, BP FEES DUE 8-21-12.pdf.html; ATT00001.htm.html

Hello team, with GMED's approval we'll need a legal basis if we want the Building Permit withheld. Has Bay Club exercised its option? If not, can they proceed to replace the docks under the existing lease?

Thank you for your feedback.

Sent from my mobile device

Begin forwarded message:

From: "Morisaku, Yoshiya" <YMORISAKU@dpw.lacounty.gov>
Date: August 22, 2012 2:50:40 PM PDT
To: "etravis@bellingham-marine.com" <etravis@bellingham-marine.com>,
"wcrampton@terracosta.com" <wcrampton@terracosta.com>
Cc: "D'Antonio, Rossana" <RDANTON@dpw.lacounty.gov>, "Fan, Sea"
<SEFAN@dpw.lacounty.gov>, "Itani, Roy (Riad)" <RITANI@dpw.lacounty.gov>, Paul Wong
<PWong@bh.lacounty.gov>, "Burger, Karin" <kburger@dpw.lacounty.gov>
Subject: 14015 Tahiti Way, Marina Del Rey (BL 1204020051- ONLY)

The latest GMED review sheets have been completed; we have no further comments.
Attached is the GMED fees due form for the review time of the latest submittal.
Please print out the page and pay for the fees at the Building and Safety District Office.
Please provide us with a copy of the fee receipt.
We will be able to issue the review sheets once the fees have been paid.
Thank you much.

Yosh

GMED/Geotechnical Review
L.A. County, Dept. Public Works
Ph: (626) 458-4923
Fx: (626) 458-4913
Em: ymorisaku@dpw.lacounty.gov

From: Don Geisinger
Sent: Tuesday, August 21, 2012 2:11 PM
To: John Kelly
Cc: Gary Jones
Subject: FW: The Bay Club- Abutment submittal update

From the construction person at Archstone re the progress of the soil report submitted to GMED on Monday afternoon.

Don Geisinger

From: Stephens, Julian [mailto:JStephens@archstonemail.com]
Sent: Tuesday, August 21, 2012 12:39 PM
To: Don Geisinger
Subject: RE: The Bay Club- Abutment submittal update

Don,

Alan submitted the Soils report to the GMED division yesterday afternoon at 4:00pm.

He concurrently emailed his proposed abutment design to Building and Safety and he's in the process of responding.

Julian D. Stephens | Vice President
Archstone
3 MacArthur Place, Suite 600,
Santa Ana, CA 92707
D. 714.689.7032 | F. 800.887 6777

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Monday, August 20, 2012 10:32 AM
To: Stephens, Julian
Subject: RE: The Bay Club- Abutment submittal update

Thank you for letting me know. I am trying to track the process from this end to a hopefully speedy resolution.

Please be certain to call if you need anything.

Don Geisinger

From: Stephens, Julian [mailto:JStephens@archstonemail.com]
<mailto:%5bmailto:JStephens@archstonemail.com%5d>
Sent: Monday, August 20, 2012 10:25 AM
To: Don Geisinger
Subject: The Bay Club- Abutment submittal update

Hello Don,

It was nice to have meet you the other day and I look forward to moving this renovation project forward.

I did speak with Alan Shiosaki, Structural Engineer, on Friday and Alan is expected to submit the Abutment design for GMED review today Monday 8/20/2012.

As discussed, I'll notify you via email once I confirm this process has been completed.

Thanks

Julian D. Stephens | Vice President
Archstone
3 MacArthur Place, Suite 600,
Santa Ana, CA 92707
D. 714.689.7032 | F. 800.887 6777

From: Stephens, Julian [JStephens@archstonemail.com]
Sent: Tuesday, August 21, 2012 12:39 PM
To: Don Geisinger
Subject: RE: The Bay Club- Abutment submittal update

Don,

Alan submitted the Soils report to the GMED division yesterday afternoon at 4:00pm.

He concurrently emailed his proposed abutment design to Building and Safety and he's in the process of responding.

Julian D. Stephens | Vice President
Archstone
3 MacArthur Place, Suite 600,
Santa Ana, CA 92707
D. 714.689.7032 | F. 800.887 6777

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Monday, August 20, 2012 10:32 AM
To: Stephens, Julian
Subject: RE: The Bay Club- Abutment submittal update

Thank you for letting me know. I am trying to track the process from this end to a hopefully speedy resolution.

Please be certain to call if you need anything.

Don Geisinger

From: Don Geisinger
Sent: Monday, August 20, 2012 11:09 AM
To: Gary Jones

Subject:RE: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Eric Preven is in show business as a writer/producer. His last referenced credit was in 2004.

From: Don Geisinger
Sent: Monday, August 20, 2012 11:03 AM
To: Gary Jones
Subject:RE: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

It does not matter what we do. We cannot win. How about "\$0" to which we would have been entitled if: a) we had not "persuaded" Decron to renegotiate; or b) we killed the sale and Decron remained as lessee.

People forget that regardless of what happened, the County is only entitled to 2% of the first sale in any event.

Don Geisinger

From: Gary Jones
Sent: Monday, August 20, 2012 10:56 AM
To: 'Heintz, Jeffrey'; 'Volpert, Richard'
Cc: Don Geisinger; Matthew Kot; Steve Penn
Subject: FW: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Just FYI.

From: Napolitano, Steve [mailto:SNapolitano@lacos.org]
Sent: Monday, August 20, 2012 10:54 AM
To: 'esp3800@aol.com'
Cc: Santos Kreimann; County Counsel; Gary Jones
Subject: RE: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Hi Eric, as a resident of District 3, I'm supposed to refer you to that office and will need to do so in the future as policy dictates that each Supervisor been given the ability to help their own constituents.

For now, on this item, a 2% County sales participation fee was negotiated if the leasehold was sold prior to exercise of the option plus an additional \$100,000 option fee. Both Jeff Heintz and Dick Volpert were involved from Munger Tolles. Our economic consultant also determined the fee to be appropriate.

I have to admit my curiosity as to what constitutes a "substantial" number of LA County residents and how you identify them or how they communicate with you as we've had no other input on this item. I'd hate to think we've missed something here.

Thanks,

Steve Napolitano
Deputy, Supervisor Knabe
Torrance Field Office
825 Maple Ave., Room 150
Torrance, CA 90503
Phone: 310/222-3015
Fax: 310/320-4058

From: esp3800@aol.com [mailto:esp3800@aol.com]
Sent: Saturday, August 18, 2012 12:34 PM
To: Napolitano, Steve
Cc: Kreimann, Santos; John Krattli; Gary Jones
Subject: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Steve Napolitano
Deputy to Supervisor Don Knabe
825 Maple Ave, Rm 150
Torrance, CA 90503
310-222-3015

Steve:

Who, specifically, is our man at Munger Tolles & Olson, on this item? Is it Richard Volpert, the Chairman of the Board

of the Museum of Nat. History? A designee? I'd appreciate a reference.

A substantial number of LA County residents are convinced that the county should be entitled to more than 2% of this deal

and we ought to hold off until we achieve that reasonable goal. I am happy to speak to the attorney about ideas as to how

we, as a county, might extract more from these developers, during these challenging times.

Eric Preven

The County Resident from District 3

818-762-7719

818-645-2616 mobile

"The sales price for the transfer of the property that has been agreed upon by the Lessee and Archstone is \$43,950,000. According to the sale participation formula in the Option, the County is entitled to receive \$879,000 upon the transfer of the property, representing 2% of the sales price."

Item 20. Recommendation: Find that the Board has previously considered and adopted a Mitigated Negative Declaration (MND) for the proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina (4); approve the Estoppel and Consent to Assignment of Lease and Option for Parcel 8T with the proposed assignment of: a) the existing leasehold interest in Parcel 8T; and b) the lessee's interest in the Option to Amend Lease Agreement for Parcel 8T, from NF Marina, LP, to Archstone Marina Bay Nominee LP, as leasehold title holder to Parcel 8T, as nominee for Archstone Marina Bay LP, with respect to the portion of the property comprising the land and building improvements, and Archstone Bay Club Marina LP, with respect to the portion of the property comprising the Marina; and (Department of Beaches and Harbors) APPROVE 4-VOTES

Approve the modifications to the form of Amended and Restated Lease Agreement for Parcel 8T to facilitate Assignee's ownership structure and financing;

Authorize the Chairman to execute required documents including the Amended and Restated Lease Agreement; Memorandum of Lease as referenced in the amended and Restated Lease Agreement; and the Estoppel and the Consent to Assignment of Lease and Option; and

Deliver the documents to County Counsel for administration in connection with the escrow for assignee's acquisition of the leasehold

and payment of County's sale participation. (12-3694)

Board Letter

Attachments:

County Participation in Sale Proceeds

As stated above, Lessee agreed to amend the Option whereby the County will participate in proceeds from the sale or transfer of the property prior to Lessee's exercise of the Option. The sales price for the transfer of the property that has been agreed upon by the Lessee and Archstone is \$43,950,000. According to the sale participation formula in the Option, the County is entitled to receive \$879,000 upon the transfer of the property, representing 2% of the sales price.

3. The Lease term commenced on June 8, 1961 and was scheduled to expire on June 7, 2021. The scheduled expiration date of the Lease term will be extended to June 7, 2051 in accordance with the terms of the Amended and Restated Lease Agreement being executed and delivered by ARCHSTONE and County immediately following the Assignment.

ATTEST:

SACHI A. HAMAI, Executive Officer
of the Board of Supervisors

By:

Deputy

APPROVED AS TO FORM:

JOHN F. KRATTLI,

County Counsel

By:

Deputy

APPROVED AS TO FORM:

MUNGER, TOLLES & OLSON LLP

By:

From: Gary Jones

Sent: Monday, August 20, 2012 10:56 AM

To: 'Heintz, Jeffrey'; 'Volpert, Richard'

Cc: Don Geisinger; Matthew Kot; Steve Penn

Subject: FW: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Just FYI.

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Sent: Monday, August 20, 2012 10:54 AM

To: 'esp3800@aol.com'

Cc: Santos Kreimann; County Counsel; Gary Jones

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For now, on this item, a 2% County sales participation fee was negotiated if the leasehold was sold prior to exercise of the option plus an additional \$100,000 option fee. Both Jeff Heintz and Dick Volpert were involved from Munger Tolles. Our economic consultant also determined the fee to be appropriate.

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Subject: ITEM 20 - AUGUST 14, 2012 - Proposed lease extension and renovation project with respect to Parcel 8T, Bay Club Apartments and Marina

Steve Napolitano
Deputy to Supervisor Don Knabe
825 Maple Ave, Rm 150
Torrance, CA 90503
310-222-3015

Steve:

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Eric Preven

The County Resident from District 3

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ATTEST:

SACHI A. HAMAI, Executive Officer
of the Board of Supervisors

By:

Deputy

APPROVED AS TO FORM:

JOHN F. KRATTLI,
County Counsel

By:

Deputy

APPROVED AS TO FORM:

MUNGER, TOLLES & OLSON LLP

By:

From: Don Geisinger
Sent: Monday, August 20, 2012 10:32 AM
To: 'Stephens, Julian'
Subject: RE: The Bay Club- Abutment submittal update

Thank you for letting me know. I am trying to track the process from this end to a hopefully speedy resolution.

Please be certain to call if you need anything.

Don Geisinger

From: Stephens, Julian [mailto:JStephens@archstonemail.com]
Sent: Monday, August 20, 2012 10:25 AM
To: Don Geisinger
Subject: The Bay Club- Abutment submittal update

Hello Don,

It was nice to have meet you the other day and I look forward to moving this renovation project forward.

I did speak with Alan Shiosaki, Structural Engineer, on Friday and Alan is expected to submit the Abutment design for GMED review today Monday 8/20/2012.

As discussed, I'll notify you via email once I confirm this process has been completed.

Thanks

Julian D. Stephens | Vice President
Archstone
3 MacArthur Place, Suite 600,
Santa Ana, CA 92707
D. 714.689.7032 | F. 800.887 6777

From: Stephens, Julian [JStephens@archstonemail.com]
Sent: Monday, August 20, 2012 10:25 AM
To: Don Geisinger
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Thanks

Julian D. Stephens | Vice President
Archstone
3 MacArthur Place, Suite 600,
Santa Ana, CA 92707
D. 714.689.7032 | F. 800.887 6777

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Monday, August 20, 2012 9:16 AM
To: Don Geisinger
Subject: Bay Club permits

Attachments: image001.jpg; image002.jpg

Don, just an FYI... see below re the submittals that went in last week for the marina construction permit.

Later today the submittals will go in to Building and Safety (the abutments) and to GMED (the soils report for the abutments) for the so-called Interface Permit. I'll let you know once I have confirmation that those have been submitted.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Elias Travis

Sent: Monday, August 20, 2012 8:25 AM

To: 'Paul Wong'; Cesar Espinosa

Subject: RE: GMED Submittal #4

Paul,

Welcome back. I received an email from Yosh at GMED this morning. He said this project is not yet on his backlog this morning, but he will check and see where it is. He said they would look at our response report as soon as they can.

Thanks,

Elias

From: Paul Wong [mailto:PWong@bh.lacounty.gov]
Sent: Monday, August 20, 2012 8:12 AM
To: Elias Travis; Cesar Espinosa
Subject: RE: GMED Submittal #4

Elias,

I'm back in the office. Have you heard back from GMED? If not, call them and let me know the status. Please do leave a message and wait for an hour or so for the guy to get back. They have to cover the public counter as well as do plan reviews.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Paul Wong
Sent: Monday, August 20, 2012 8:02 AM
To: 'Elias Travis'; Cesar Espinosa
Cc: Jim Puder; Eric Noegel; Mark Secrest; 'Randy Sovereign' (rsovereign@decronproperties.com)
Subject: RE: GMED Submittal #4

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Friday, August 17, 2012 11:08 AM
To: Paul Wong; Cesar Espinosa
Cc: Jim Puder; Eric Noegel; Mark Secrest; 'Randy Sovereign' (rsovereign@decronproperties.com)
Subject: GMED Submittal #4

Paul,

I Submitted the attached package to GMED yesterday. I also submitted a complete planset minus the 40 ft gangways per GMED request. The 40' gangways will be submitted to GMED early next week with the abutment/interface package by Englekirk.

As you know per our initial schedule, we were supposed to be onsite this week. The GMED review process has already caused our schedule to slide, and we would like to avoid any further delays. We believe we have once again addressed all of GMED's waterside comments.

I have requested a one week review per your suggestion. Any help in speeding up this process and helping us get the permit sooner would be greatly appreciated.

As always, we thank you for your support and assistance throughout this process.

Thanks,

Elias Travis, PE

Marina Interface Specialist

Bellingham Marine Industries, Inc.

1205 Business Park Drive

Dixon, CA 95620

(916) 214-1438 cell

(707) 678-2385 office

(707) 678-1760 fax

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Monday, August 13, 2012 2:05 PM

To: Don Geisinger

Cc: David Nagel; Angela Austin

Subject: Bay Club - option exercise letter

Attachments: image001.jpg; BayClub_CountyLetter_081312.pdf.html

Don, I've attached the letter Beaches and Harbors required, signed by both NF Marina and Archstone.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Itani, Roy (Riad) [RITANI@dpw.lacounty.gov]

Sent: Thursday, August 09, 2012 10:08 AM

To: Ismael Lopez

Cc: Don Geisinger

Subject: RE: P-8 Bay Club

Attachments: image001.jpg

Thanks Ismael and we continue to work with the applicant to get the project ready for permit and will hold till we hear from you.

Roy Itani, P.E., D.E.

Office Manager

County of Los Angeles

Building and Safety Div.

Southwest District office
(323) 820-6500
(323) 756-0780 fax

adding safety to people's lives

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From: Ismael Lopez
Sent: Wednesday, August 08, 2012 9:53 AM
To: 'Itani, Roy (Riad)'
Cc: Don Geisinger; Fan, Sea; Herbert, Curtis; Michael Tripp
Subject: RE: P-8 Bay Club

Attachments: image001.jpg

A meeting sounds like a great idea. Do you want to meet this week or next? Let me know and we'll work out a day. Thanks!

Regards,

Ismael Lopez

Planning Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way (updated)

Marina del Rey, CA 90292

Office: 310-822-4639

iLopez@bh.lacounty.gov

From: Itani, Roy (Riad) [mailto:RITANI@dpw.lacounty.gov]

Sent: Tuesday, August 07, 2012 4:22 PM

To: Ismael Lopez

Cc: Don Geisinger; Fan, Sea; Herbert, Curtis

Subject: RE: P-8 Bay Club

That is fine. We will hold till further notice. On other note, I like to meet with DBH staff and discuss how we can streamline our communications and also come up with a better protocol/mechanism on how to ensure that all issues and conditions from DBH are identified so that we can review and make sure all conditions have been met before permits are released.

Roy Itani, P.E., D.E.

Office Manager

County of Los Angeles

Building and Safety Div.

Southwest District office

(323) 820-6500

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adding safety to people's lives

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have received this message in error, and immediately destroy this message, including any attachments.
Thank you in advance for your cooperation.

iLopez@bh.lacounty.gov

From: Ismael Lopez [mailto:iLopez@bh.lacounty.gov]
Sent: Tuesday, August 07, 2012 3:15 PM
To: Itani, Roy (Riad)
Cc: Don Geisinger
Subject: FW: P-8 Bay Club

Roy, I was advised by our Asset Management Division to let you know that the Parcel 8 Option to extend lease has to be exercised before the permit can be issued. Can you finish your review and leave the review at a permit-ready status until we release it please? I'm including Don Geisinger in the Cc so that we're all on the same page. Thanks!

Regards,

Ismael Lopez

Planning Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way (updated)

Marina del Rey, CA 90292

Office: 310-822-4639

iLopez@bh.lacounty.gov

From: Ismael Lopez
Sent: Tuesday, August 07, 2012 7:34 AM
To: 'Itani, Roy (Riad)'
Subject: P-8 Bay Club

Hi Roy, Stephen Nguyen advised me that you needed confirmation about Parcel 8 The Bay Club's renovation. We've cleared that project for docks, promenade, exterior modifications to the two buildings, partial demo of the club house and landscape improvements. I recently reviewed the demo plans that were to be submitted to B&S as well and they matched the plans in our files. Please let me know if you need any more information. Will the permit be issued soon? Thanks!

Regards,

Ismael Lopez

Planning Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way (updated)

Marina del Rey, CA 90292

Office: 310-822-4639

iLopez@bh.lacounty.gov

From: Don Geisinger
Sent: Tuesday, August 07, 2012 11:07 AM
To: John Kelly
Subject: FW: Bay Club

Attachments: 14015 Tahiti Way BP-NA 7-10-12.pdf.html

For discussion.

-----Original Message-----

From: Randy Sovereign
Sent: Tuesday, August 07, 2012 10:26 AM
To: Tom Schiff; David Nagel
Subject: RE: Bay Club - important information needed

Tom,

This is the plan checker we are working with at GMED for Bay Club, I have also attach the info for the plan check number and project info that they have for us.

Sent from my iPhone

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, August 07, 2012 10:37 AM
To: Don Geisinger
Cc: David Nagel; Randy Sovereign
Subject: FW: Bay Club

Attachments: 14015 Tahiti Way BP-NA 7-10-12.pdf.html

The plan checker is Yoshiya Morisaku, ymorisaku@dpw.lacounty.gov

Thomas E. Schiff
Executive Vice President / General Counsel

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Fax: 323.556.6626
tschiff@decronproperties.com
www.decronproperties.com

From: Gary Jones
Sent: Monday, August 06, 2012 8:56 AM
To: Don Geisinger
Cc: 'Caves, Amy'
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg

I have no objections.

Gary

From: Don Geisinger
Sent: Monday, August 06, 2012 8:11 AM
To: Gary Jones
Cc: 'Caves, Amy'
Subject: FW: draft letter to the County re Bay Club

Attachments: image001.jpg; letter to Geisinger Aug03-12V3.doc.html; letter to Geisinger Aug03-12V3RED.doc.html

Unless you have any objections to the changes Decron has made to the draft letter. Jeff sent an e-mail subsequent to the one sent by Tom Schiff (on August 2, 2012 at 7:25 pm) stating that Jeff has no objections to the redline changes.

Please let me know.

Thanks.

Don Geisinger

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Friday, August 03, 2012 9:26 AM

To: Tom Schiff
Cc: Don Geisinger; David Nagel
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg

Tom:

These changes look acceptable to me. I cannot answer for Don, but I am ok with them.

Jeff

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, August 02, 2012 7:25 PM
To: Heintz, Jeffrey
Cc: Don Geisinger; David Nagel
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg; letter to Geisinger Aug03-12V3.doc.html; letter to Geisinger Aug03-12V3RED.doc.html

Jeff, I've reviewed the draft with David and our construction team and they had one comment. Once the Supervisors have approved the option, we need it clarified that the permits that are "ready to issue" but that have been held up will be released. That will enable us (and Archstone) to know that we can have the permits in hand upon the consummation of the transfer to them, which is a closing requirement of the assignment. Please confirm this change is okay. I've attached a clean and redlined revision reflecting this change.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, August 02, 2012 6:11 PM
To: Tom Schiff
Cc: Don Geisinger; David Nagel
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg

Sounds good.

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, August 02, 2012 6:13 PM
To: Heintz, Jeffrey
Cc: Don Geisinger; David Nagel
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg

Jeff, I have no problem with your changes. I'll "accept all" in the Review menu so I have a clean copy and we'll run your revised draft by Archstone.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, August 02, 2012 5:58 PM
To: Tom Schiff
Cc: Don Geisinger; David Nagel
Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg; IDOCS_18241974_2.DOC.html

Tom, the letter looks good. Attached are some minor revisions in tracked changes. I changed the August 14 date to August 21 in case the BOS does not stay on schedule. Based on our conversations it seemed as if an August 21 approval would be sufficient to permit the closing to occur on the parties' current schedule.

Jeff

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, August 02, 2012 5:38 PM
To: Heintz, Jeffrey
Cc: Don Geisinger (DGeisinger@bh.lacounty.gov); David Nagel
Subject: draft letter to the County re Bay Club

Jeff, please confirm that the attached letter meets with your approval. If it does, I will then forward it to Archstone for their review.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com <mailto:tschiff@decronproperties.com>

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]

Sent: Thursday, August 02, 2012 5:42 PM

To: Tom Schiff

Cc: Don Geisinger; David Nagel

Subject: RE: draft letter to the County re Bay Club

Attachments: image001.jpg

Received. Will look at now.

From: Itani, Roy (Riad) [RITANI@dpw.lacounty.gov]

Sent: Thursday, August 02, 2012 1:51 PM

To: Gary Jones; Steve Penn; Paul Wong

Cc: Herbert, Curtis; Charlotte Miyamoto; Don Geisinger; Michael Tripp; Fan, Sea

Subject: RE: The Bay Club

Attachments: image001.jpg; image002.jpg

Thanks Gary and as such, we will hold all permits till we received a final clearance from DBH.

Roy Itani, P.E., D.E.
Office Manager
County of Los Angeles
Building and Safety Div.
Southwest District office
(323) 820-6500
(323) 756-0780 fax

adding safety to people's lives

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From: Gary Jones [mailto:gjones@bh.lacounty.gov]
Sent: Thursday, August 02, 2012 1:50 PM
To: Itani, Roy (Riad); Steve Penn; Paul Wong
Cc: Herbert, Curtis; Charlotte Miyamoto; Don Geisinger; Michael Tripp
Subject: RE: The Bay Club
Importance: High

Bay Club can't start work on any work associated with the renovation project until they have exercised their lease extension option. That isn't likely to happen until end of August.

Gary

Gary Jones, Deputy Director

Asset Management & Planning Bureau

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way | Marina del Rey | CA 90292

(D) 310 574 6787

From: Itani, Roy (Riad) [mailto:RITANI@dpw.lacounty.gov]
Sent: Thursday, August 02, 2012 1:22 PM
To: Steve Penn; Paul Wong
Cc: Herbert, Curtis; Gary Jones; Charlotte Miyamoto
Subject: RE: The Bay Club

Sure and will proceed to issue. Thanks.

Roy Itani, P.E., D.E.
Office Manager
County of Los Angeles
Building and Safety Div.
Southwest District office
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Cc: Herbert, Curtis; Gary Jones; Charlotte Miyamoto
Subject: RE: The Bay Club

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Thank you,

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From: Itani, Roy (Riad) [mailto:RITANI@dpw.lacounty.gov]
Sent: Thursday, August 02, 2012 12:00 PM
To: Steve Penn; Paul Wong
Cc: Herbert, Curtis
Subject: FW: The Bay Club

Steve/ Paul the Bay Club is requesting a demo permit to work on the promenade (removing concrete topping) while waiting to get the last needed approval from GMED before releasing the building permit. I do have a copy of US Army corps of Engineers approval. Let me know if you are ok to issue (my only concern is time that may take to get GMED approval after promenade demo is completed). I am in support.

Roy Itani, P.E., D.E.

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From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Thursday, August 02, 2012 11:54 AM
To: Itani, Roy (Riad)
Subject: Fwd: The Bay Club

Sent from my HTC smartphone on the Now Network from Sprint!

----- Forwarded message -----

From: "Paul Wong" <PWong@bh.lacounty.gov>
To: "Randy Sovereign" <rsovereign@decronproperties.com>
Cc: "Alan Shiosaki" <alan.shiosaki@englekirk.com>
Subject: The Bay Club
Date: Tue, Jul 24, 2012 4:28 pm

You're welcome. And, I suppose you have heard from Bellingham that they have picked up Mechanical and Electrical plans as well. Good luck with the project!

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]

Sent: Tuesday, July 24, 2012 4:05 PM

To: Paul Wong

Cc: Alan Shiosaki

Subject: Re: The Bay Club

Thank Paul for all your help on this we really appreciate it.

Randy

On Jul 24, 2012, at 3:56 PM, "Paul Wong" <PWong@bh.lacounty.gov> wrote:

Randy,

Our Department cannot authorize Building and Safety to issue permit. What we can do is to confirm with them there is no landlord-tenant issue outstanding and we do not object to them issuing a permit if the project has met all other requirements. I have informed B&S of our non-objection.

Please inquire with Building and Safety directly on the way forward.

Best regards,

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<image001.jpg>

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To: Paul Wong

Cc: Alan Shiosaki

Subject: Re: The Bay Club

Paul,

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Is this correct? If so, can we send the contractor down to building and safety to start paying all the permit fees?

Please let me know.

Thank You,

Randy

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(310) 305-9533

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<image001.jpg>

From: Alan Shiosaki [mailto:alan.shiosaki@englekirk.com]

Sent: Saturday, July 21, 2012 10:42 AM

To: Paul Wong

Cc: 'Randy Sovereign'

Subject: RE: The Bay Club

Paul:

We do not intend touch the existing caissons that are supporting the seawall. If our grade beam occurs at a caisson, two smaller grade beams would be installed on either side of the caisson so the caisson would not be affected.

The grade beams are designed to cantilever from the pad footing which his held back from the wall to not surcharge the seawall. We can place compressible material, i.e. styrofoam, below the grade beam to ensure vertical loads are not transferred directly from the grade beam to the soil.

Alan

From: Paul Wong [mailto:PWong@bh.lacounty.gov]
Sent: Thursday, July 19, 2012 5:15 PM
To: 'Alan Shiosaki'
Cc: 'Randy Sovereign'
Subject: RE: The Bay Club

Alan,

Your conceptual sketch does not say much but let me guess what you are planning to do. Before I can say one way or the other I need to know more info. Are you planning to top off 1' to 1 ½' of our caissons, stick in some dowels and tie it to your proposed grade beam? However you plan to install your footing pad, can you demonstrate by engineering calculation that it would not surcharge the channel wall and won't compromise our strong tie system?

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This item is holding all other permits and we hope that if you agree conceptually with our proposal other areas of the project could be released/permitted.

I will follow this email with a phone call.

Alan

Alan T. Shiosaki, SE
Vice President

<image002.jpg> <<http://www.englekirk.com/>>

2116 Arlington Ave.

Los Angeles, CA 90018

T 323.733.6673 x326

F 323 733.8682

<Bay Club - SK-01.pdf>

From: Gary Jones
Sent: Thursday, August 02, 2012 1:50 PM
To: 'Itani, Roy (Riad)'; Steve Penn; Paul Wong
Cc: Herbert, Curtis; Charlotte Miyamoto; Don Geisinger; Michael Tripp
Subject: RE: The Bay Club

Importance: High

Attachments: image002.jpg; image003.jpg

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Gary

Gary Jones, Deputy Director

Asset Management & Planning Bureau

County of Los Angeles

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I will follow this email with a phone call.

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<image002.jpg> <<http://www.englekirk.com/>>

2116 Arlington Ave.

Los Angeles, CA 90018

T 323.733.6673 x326

F 323 733.8682

<Bay Club - SK-01.pdf>

From: Michael Tripp
Sent: Tuesday, July 31, 2012 7:36 AM
To: Don Geisinger
Subject: RE: Bay Club

Attachments: image001.png; image002.jpg

The plans show 141 spaces, plus the dingy area. The dingy area is a double slip, and it could be reasoned, that counting it brings the number of slips up to 143.

Thank you,

Michael Tripp

310-305-9537

From: Don Geisinger
Sent: Monday, July 30, 2012 6:26 PM
To: Michael Tripp
Subject: RE: Bay Club

Which was a typo-the 141 or 143?

From: Michael Tripp
Sent: Monday, July 30, 2012 5:20 PM
To: Don Geisinger
Subject: RE: Bay Club

It is a typo, and I can tell you why it happened, but it what was approved.

Thank you,

Michael Tripp

310-305-9537

From: Don Geisinger
Sent: Monday, July 30, 2012 5:16 PM
To: Michael Tripp; Charlotte Miyamoto
Subject: RE: Bay Club

I spoke with Tom Schiff today. The ratio that Decron used is .75. Tom has no idea where .675 came from.

Don Geisinger

From: Michael Tripp
Sent: Monday, July 30, 2012 4:49 PM
To: Charlotte Miyamoto
Cc: Don Geisinger
Subject: Bay Club

The CCC staff report say that the cars must be parked at the .675 ratio. We need to stick with that.

Thank you,

Michael Tripp

Planning Specialist

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way

Marina del Rey, CA 90292

Office: 310-305-9537

email: MTripp@bh.lacounty.gov

From: Michael Tripp
Sent: Tuesday, July 31, 2012 7:10 AM
To: Don Geisinger
Subject: RE: Bay Club

Attachments: image001.png; image002.jpg

I'm talking about the ratio in the staff report. He was using a different report that had the ratio as point ".6." He changed it to ".75", because that is what they had in their application. He just didn't delete the "6."

Thank you,

Michael Tripp

310-305-9537

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Planning Specialist
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: 310-305-9537
email: MTripp@bh.lacounty.gov

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To: Michael Tripp
Subject: RE: Bay Club

Attachments: image003.jpg; image004.jpg

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Attachments: image002.jpg

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Subject: Bay Club

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Office: 310-305-9537

email: MTripp@bh.lacounty.gov <mailto:MTripp@bh.lacounty.gov>

From: David Wei
Sent: Monday, July 30, 2012 4:35 PM
To: Don Geisinger
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: RE: Parcel 8-Board Letter and Agenda Entry

Hi Don,

The Parcel 8 Board Letter is cleared to go FINAL and file for the 8/14 Agenda.

David Wei

Chief Executive Office

Community & Municipal Services

(213)893-2534 Voice

(213)626-0892 Fax

dwei@ceo.lacounty.gov <mailto:dwei@ceo.lacounty.gov>

From: Don Geisinger
Sent: Thursday, July 26, 2012 10:49 AM
To: David Wei
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: FW: Parcel 8-Board Letter and Agenda Entry

Dear David:

Thank you for your quick response.

I have made the changes to the Board Letter in the Fiscal Impact section that you requested and have left the changes redlined for your review.

Per our conversation, I will expect to hear from you no later than next Monday or Tuesday to confirm the Board Letter being set for the August 14, 2012 BOS Meeting agenda.

Thanks again,

Don Geisinger

From: Michael Tripp
Sent: Monday, July 30, 2012 3:42 PM
To: Don Geisinger
Subject: RE: CDP 5-10-076 (Bay Club Marina)

Attachments: image001.png; image002.jpg; image003.jpg; image004.jpg

Okay.

Thank you,

Michael Tripp

310-305-9537

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Monday, July 30, 2012 9:33 AM
To: Charlotte Miyamoto; Beth.Gordie@lw.com
Cc: David Nagel; Michael Tripp
Subject: RE: CDP 5-10-076 (Bay Club Marina)

Charlotte, let me know if you have any questions about the permit.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Charlotte Miyamoto [mailto:CMiyamoto@bh.lacounty.gov]
Sent: Monday, July 30, 2012 9:20 AM
To: Tom Schiff; Beth.Gordie@lw.com
Cc: David Nagel; Michael Tripp
Subject: RE: CDP 5-10-076 (Bay Club Marina)

Good morning all. We're reviewing the permit and once we're done, we'll email a copy over to Al Padilla. We're shooting for doing that today. Thanks.

Charlotte Miyamoto

(310) 305-9512

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
<mailto:%5bmailto:TSchiff@decronproperties.com%5d>
Sent: Friday, July 27, 2012 12:07 PM
To: Charlotte Miyamoto
Cc: Beth.Gordie@lw.com; David Nagel
Subject: FW: CDP 5-10-076 (Bay Club Marina)

Charlotte, kindly sign and date the attached CDP on behalf of the County as Permittee and return it to Al Padilla. As you saw from the email below the Permittee NF Marina has just done this as well. I suggest dating the County's signature July 27 so both Permittees have put the same date.

A copy of the CDP with a blank signature block for the Permittee is attached. If you are out today but could sign and return this to Al on Monday that would be great, as the CDP will not be final until the County has done this, the Army Corps will not issue their permit until the CDP is completed, and other permits cannot be issued until the USACE has issued their permit.

Thanks much.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Friday, July 27, 2012 12:00 PM

To: Padilla, Al@Coastal (Al.Padilla@coastal.ca.gov)

Cc: Charlotte Miyamoto; 'Jack Malone'; Randy Sovereign; David Nagel; 'Beth.Gordie@lw.com'

Subject: CDP 5-10-076 (Bay Club Marina in Marina del Rey) - signed by Permittee

Dear Mr. Padilla,

Attached please find CDP 5-10-076 signed by the Permittee NF Marina, LP, together with a cover letter. The original is being Fed Ex'd to you. Thank you for your assistance with the issuance of the permit.

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From: Michael Tripp

Sent: Monday, July 30, 2012 3:41 PM

To: Don Geisinger

Subject:FW: CDP 5-10-076 (Bay Club Marina)

Attachments: image001.jpg; image002.jpg; image003.png

Don,

Did you ask them about the parking ratio? I've been in a meeting with DPW all day.

Thank you,

Michael Tripp

310-305-9537

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Monday, July 30, 2012 9:33 AM
To: Charlotte Miyamoto; Beth.Gordie@lw.com
Cc: David Nagel; Michael Tripp
Subject: RE: CDP 5-10-076 (Bay Club Marina)

Charlotte, let me know if you have any questions about the permit.

Yours,

Tom

Thomas E. Schiff

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www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Charlotte Miyamoto [mailto:CMiyamoto@bh.lacounty.gov]
Sent: Monday, July 30, 2012 9:20 AM
To: Tom Schiff; Beth.Gordie@lw.com
Cc: David Nagel; Michael Tripp
Subject: RE: CDP 5-10-076 (Bay Club Marina)

Good morning all. We're reviewing the permit and once we're done, we'll email a copy over to Al Padilla. We're shooting for doing that today. Thanks.

Charlotte Miyamoto

(310) 305-9512

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Friday, July 27, 2012 12:07 PM
To: Charlotte Miyamoto
Cc: Beth.Gordie@lw.com; David Nagel
Subject: FW: CDP 5-10-076 (Bay Club Marina)

Charlotte, kindly sign and date the attached CDP on behalf of the County as Permittee and return it to Al Padilla. As you saw from the email below the Permittee NF Marina has just done this as well. I suggest dating the County's signature July 27 so both Permittees have put the same date.

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Tom

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From: Tom Schiff

Sent: Friday, July 27, 2012 12:00 PM

To: Padilla, Al@Coastal (Al.Padilla@coastal.ca.gov)

Cc: Charlotte Miyamoto; 'Jack Malone'; Randy Sovereign; David Nagel; 'Beth.Gordie@lw.com'

Subject: CDP 5-10-076 (Bay Club Marina in Marina del Rey) - signed by Permittee

Dear Mr. Padilla,

Attached please find CDP 5-10-076 signed by the Permittee NF Marina, LP, together with a cover letter. The original is being Fed Ex'd to you. Thank you for your assistance with the issuance of the permit.

Yours,

Tom

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www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Gary Jones
Sent: Monday, July 30, 2012 11:34 AM
To: Michael Tripp; Don Geisinger; Ismael Lopez
Cc: Charlotte Miyamoto; Steve Penn
Subject: FW: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Attachments: image001.png; image002.jpg; image003.jpg; image004.jpg; image005.jpg; image006.jpg; image007.jpg; image008.jpg

So what's the penalty for failing to obtain a permit before starting removal? How do we maintain our rights to impose a penalty if the lease is assigned to a new lessee (as is currently contemplated)?

Their plot plan explanation is moot, as we haven't approved the exercise of the option to facilitate renovation yet.

Gary

From: Michael Tripp
Sent: Friday, July 27, 2012 12:22 PM
To: Kerry Silverstrom; Ismael Lopez
Cc: Gary Jones; Carol Baker; Charlotte Miyamoto; Steve Penn
Subject: Re: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

That vast majority of the trees that were removed and are proposed to be removed are along the promenade. That being said, I just walked out to the site, and counted three trees that were removed that were not next to the promenade.

Thank you,

Michael Tripp

----- Reply message -----

From: "Kerry Silverstrom" <KSilverstrom@bh.lacounty.gov>
To: "Michael Tripp" <MTripp@bh.lacounty.gov>, "Ismael Lopez" <ILopez@bh.lacounty.gov>
Cc: "Gary Jones" <gjones@bh.lacounty.gov>, "Carol Baker" <CBaker@bh.lacounty.gov>, "Charlotte Miyamoto" <CMiyamoto@bh.lacounty.gov>, "Steve Penn" <SPenn@bh.lacounty.gov>
Subject: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23
Date: Fri, Jul 27, 2012 11:22 am

Michael/Ismael – Don Geisinger told me late yesterday afternoon that the trees are being removed to make way for the public promenade. Is this correct? If so, we'd like to include this explanation in our response to the press.

Thanks - Kerry

From: Michael Tripp
Sent: Thursday, July 26, 2012 4:27 PM
To: Steve Penn; Kerry Silverstrom
Cc: Gary Jones; John Kelly; Carol Baker; Charlotte Miyamoto; Kenneth Foreman; Carlos Zimmerman; Bradley Hawk; Ismael Lopez; Jules Trefler; Salvatore Iannotti
Subject: RE: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

There was a bit of confusion on their part. They had a Plot Plan approved for the renovation back in December of 2009. That Plot Plan included the removal of the trees. Since that plan was approved, the LCP amendment has gone through, which now places restrictions on tree pruning and removal.

Ismael has contacted Steve Klaidman, who is the project Superintendent, and has explained the new policies to him. No more trees will be removed without biological reports that have been reviewed by DBH. According to Mr. Klaidman, 10 trees have been removed up to this point, and 7 more remain to be removed as part of the renovation.

We have received a bird nesting survey, which indicates that no active nests currently exist on the Parcel 8 site. This is the key factor in determining if a tree may be removed.

Thank you,

Michael Tripp

310-305-9537

From: Steve Penn

Sent: Thursday, July 26, 2012 3:55 PM

To: Kerry Silverstrom; Michael Tripp

Cc: Gary Jones; John Kelly; Carol Baker; Charlotte Miyamoto; Kenneth Foreman; Carlos Zimmerman; Bradley Hawk; Ismael Lopez; Jules Trefler; Salvatore Iannotti

Subject: RE: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Just talked to Bay Club's manager, Richelle Reese at 310.821.8881, and confirmed that they are indeed trimming those trees. I explained to her our tree pruning policy and the general permitting process. She said their corporate office had obtained the permission from our Planning to proceed the work.

Michael, please confirm if we have record of approval. If not, we will ask them to stop immediately.

Thank you,

Steve Penn

Dawna Shuman, Lighthouse PR
Tel: 818.789.1077
Cell: 818.632.3296
dslighthousepr@aol.com

From: Charlotte Miyamoto
Sent: Monday, July 30, 2012 8:58 AM
To: Steve Penn; Don Geisinger; Matthew Kot
Cc: Michael Tripp
Subject: FW: CDP 5-10-076 (Bay Club Marina in Marina del Rey) - signed by Permittee

Attachments: image001.jpg; letter to CCC with signed CDP Jul27-12.pdf.html; image002.jpg

FYI. DBH also needs to sign and get a copy over to CCC. We're reviewing the document now.

Charlotte Miyamoto

(310) 305-9512

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Friday, July 27, 2012 12:00 PM
To: Padilla, Al@Coastal (Al.Padilla@coastal.ca.gov)
Cc: Charlotte Miyamoto; Jack Malone; Randy Sovereign; David Nagel; Beth.Gordie@lw.com
Subject: CDP 5-10-076 (Bay Club Marina in Marina del Rey) - signed by Permittee

Dear Mr. Padilla,

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Yours,

Tom

Thomas E. Schiff

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From: Don Geisinger

Sent: Thursday, July 26, 2012 5:26 PM

To: Gary Jones; Michael Tripp

Subject: RE: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Attachments: image001.jpg; image002.jpg; image003.jpg; image004.jpg; image005.jpg; image006.jpg

I spoke with Ismael.

1. He has received the report from the tree consultant. There are no nests in the area.
2. Ismael is processing the approval now. Absent any concerns from any of the other divisions, a permit should be issued on Monday to remove the remainder of the trees.
3. My understanding is that there were 17 trees in total. 10 were cut. Lessee stopped the tree removal until the outstanding issue about the permit is corrected.
4. I called Carol and left a message.
5. I plan to speak with Kerry to update her.

In another matter, I need to speak with you as early as possible on Monday morning re the Parcels 21/OT fees.

Don Geisinger

From: Gary Jones
Sent: Thursday, July 26, 2012 3:25 PM
To: Don Geisinger; Michael Tripp
Subject: Fwd: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

??

----- Forwarded message -----

From: "Kerry Silverstrom" <KSilverstrom@bh.lacounty.gov>
Date: Thu, Jul 26, 2012 3:21 pm
Subject: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23
To: "Steve Penn" <SPenn@bh.lacounty.gov>
Cc: "Gary Jones" <gjones@bh.lacounty.gov>, "John Kelly" <JKelly@bh.lacounty.gov>, "Carol Baker" <CBaker@bh.lacounty.gov>, "Charlotte Miyamoto" <CMiyamoto@bh.lacounty.gov>, "Kenneth Foreman" <KForemanSr@bh.lacounty.gov>, "Michael Tripp" <MTripp@bh.lacounty.gov>, "Carlos Zimmerman" <CZimmerman@bh.lacounty.gov>, "Bradley Hawk" <BHawk@bh.lacounty.gov>

Whose leasehold is The Bay Club? Could we have that RPA make contact and find out what's going on with the trees?

Below in one of the comments it says the trees being cut are on County land, not The Bay Club. I presume this is in error, but we'll need confirmation.

From: Carol Baker
Sent: Thursday, July 26, 2012 12:01 PM
To: Kerry Silverstrom; Kenneth Foreman; Michael Tripp; Carlos Zimmerman; Bradley Hawk
Subject: FW: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Please see below and advise.

Thanks!

Carol

From: Gary Walker [mailto:Gary@argienews.com]
Sent: Thursday, July 26, 2012 12:00 PM
To: Carol Baker
Subject: Fw: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Hi Carol,

Here's one of the emails that was sent to us. Apparently this happened near the Bay Club on Tahiti Way.

Thanks!

Gary

----- Original Message -----

From: Vince Echavaria <mailto:Vince@argienews.com>
To: gary@argienews.com
Sent: Thursday, July 26, 2012 12:07 PM
Subject: FW: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

From: DSLightHousePR@aol.com [mailto:DSLightHousePR@aol.com]
Sent: Tuesday, July 24, 2012 9:54 AM
To: dsLightHousePR@aol.com
Subject: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

FOR IMMEDIATE RELEASE

Marina Del Rey (July 23, 2012)

Living Palm Tree cut down - Friday, July 20, 2012

Trees marked with X for cutting; Ribbons adorned by neighbors to save the trees.

I received an urgent call from a friend living in the Marina, that 17 living Palm Trees on Friday, July 20 that 17 living Palm trees were being scheduled to be cut down. My friend asked one of the landscapers about this and was told that "the trees are crooked". He thought this was a strange response...as most skinny Palm Trees are a bit crooked. I had heard a few years ago that City Hall had incorporated a program to not plant any more Palm Trees...to let them die off as they required a lot of maintenance and I remember being sad about this because the Los Angeles landscape is best remembered for it's Palm Trees.

Update: July 20, 2012 4:21pm

5 living Palm trees were cut down today with the likelihood that the cutting will resume on Monday.

Update: Monday, July 23

More trees are being scheduled to be cut down today. The trucks are parked in front the

Bay Club on 14151 Tahiti Way in the Marina. There are neighbors willing to talk to the media about their concern of the trees being cut. There were no flyers posted around the building to alert the neighbors and the questions arise - whether this is a legal operation as the trees are on county land, not Decron Property.

If you are interested in pursuing this story, , here is the following information.

*Pictures below of trees marked for destructin.

DECRON PROPERTY - 14015 Tahiti Way - Marina Del Rey, CA 90292

On Site Manager

DECRON Corporation: 323-556-6000

Emerald Landscape Services - 1-800-601-5777

Contact:

Dawna

Dawna Shuman, Lighthouse PR

Tel: 818.789.1077

Cell: 818.632.3296

dslighthousepr@aol.com

Trees marked with X for cutting; Ribbons adorned by neighbors to save the trees.

Living Palm Tree cut down - Friday, July 20, 2012

Dawna Shuman, Lighthouse PR

Tel: 818.789.1077

Cell: 818.632.3296

dslighthousepr@aol.com

From: Gary Jones

Sent: Thursday, July 26, 2012 3:25 PM

To: Don Geisinger; Michael Tripp

Subject: Fwd: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Attachments: image001.jpg; image002.jpg; image003.jpg; image004.jpg; image005.jpg; image006.jpg

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Date: Thu, Jul 26, 2012 3:21 pm

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To: "Steve Penn" <SPenn@bh.lacounty.gov>

Cc: "Gary Jones" <gjones@bh.lacounty.gov>, "John Kelly" <JKelly@bh.lacounty.gov>, "Carol Baker" <CBaker@bh.lacounty.gov>, "Charlotte Miyamoto" <CMiyamoto@bh.lacounty.gov>, "Kenneth Foreman" <KForemanSr@bh.lacounty.gov>, "Michael Tripp" <MTripp@bh.lacounty.gov>, "Carlos Zimmerman" <CZimmerman@bh.lacounty.gov>, "Bradley Hawk" <BHawk@bh.lacounty.gov>

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To: Kerry Silverstrom; Kenneth Foreman; Michael Tripp; Carlos Zimmerman; Bradley Hawk

Subject: FW: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Please see below and advise.

Thanks!

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From: Gary Walker [mailto:Gary@argienews.com]
Sent: Thursday, July 26, 2012 12:00 PM
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Subject: Fw: 17 Living Palm Trees Being Cut Down Today in Marina Del Rey - July 23

Hi Carol,

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Thanks!

Gary

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To: gary@argienews.com
Sent: Thursday, July 26, 2012 12:07 PM
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Dawna Shuman, Lighthouse PR
Tel: 818.789.1077
Cell: 818.632.3296
dslighthousepr@aol.com

From: Don Geisinger
Sent: Thursday, July 26, 2012 10:49 AM
To: David Wei
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: FW: Parcel 8-Board Letter and Agenda Entry

Attachments: Parcel 8- Board Letter- Assignment.JH, AC, GJ comments.072512 FINAL.DOC.html;
AGENDA ENTRY Parcel 8 072512..docx.html

Dear David:

Thank you for your quick response.

I have made the changes to the Board Letter in the Fiscal Impact section that you requested and have left the changes redlined for your review.

Per our conversation, I will expect to hear from you no later than next Monday or Tuesday to confirm the Board Letter being set for the August 14, 2012 BOS Meeting agenda.

Thanks again,

Don Geisinger

From: Don Geisinger
Sent: Wednesday, July 25, 2012 3:24 PM
To: David Wei
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: Parcel 8-Board Letter and Agenda Entry

Attachments: Parcel 8- Board Letter- Assignment.JH, AC, GJ comments.072512 FINAL.DOC.html;
AGENDA ENTRY Parcel 8 072512..docx.html

Dear David:

Attached are one copy each of: i) the Parcel 8 Board Letter, and ii) the Agenda Entry.

Lessee is requesting that the BOS approve an assignment of the lease to Archstone, which is the parent company of our lessees on 3 other properties in Marina del Rey. As consideration for the assignment, the County will be receiving \$879,000 in proceeds from its participation in the sale.

The assignee is trying to close before the end of August so we have been trying to process the Board Letter as quickly as possible.

Please review and call me tomorrow, Thursday, July 26th, with any questions that you have.

Thanks.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <<mailto:dgeisinger@bh.lacounty>>

From: Paul Wong
Sent: Tuesday, July 24, 2012 6:03 PM
To: Gary Jones
Cc: Michael Tripp; Don Geisinger
Subject: FW: The Bay Club

Attachments: image001.jpg

FYI, I've helped them obtained the Mechanical and Electrical permits. I've also provided their marina engineer with DPW's design requirements for Liquefaction and Lateral Pressure. The chain of e-mails below pertains to the micro pile design for the landside gangway platform, which they will now proceed.

B&S informed me that having learned from the MCC situation they would not release a partial permit in this case unless Bay Club can produce a 404 Permit from the Corps of Engineers. Bay Club has obtained

a Provisional 404 Permit and will need to produce a copy of the CDP to get the final. Bay Club is still unable to secure a CDP.

One last permit Bay Club needs is the Regional Water Board permit, which it has obtained.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Paul Wong
Sent: Tuesday, July 24, 2012 4:26 PM
To: 'Randy Sovereign'
Cc: Alan Shiosaki
Subject: RE: The Bay Club

You're welcome. And, I suppose you have heard from Bellingham that they have picked up Mechanical and Electrical plans as well. Good luck with the project!

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Tuesday, July 24, 2012 4:05 PM
To: Paul Wong
Cc: Alan Shiosaki
Subject: Re: The Bay Club

Thank Paul for all your help on this we really appreciate it.

Randy

On Jul 24, 2012, at 3:56 PM, "Paul Wong" <PWong@bh.lacounty.gov> wrote:

Randy,

Our Department cannot authorize Building and Safety to issue permit. What we can do is to confirm with them there is no landlord-tenant issue outstanding and we do not object to them issuing a permit if the project has met all other requirements. I have informed B&S of our non-objection.

Please inquire with Building and Safety directly on the way forward.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

<image001.jpg>

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]

Sent: Tuesday, July 24, 2012 3:34 PM
To: Paul Wong
Cc: Alan Shiosaki
Subject: Re: The Bay Club

Paul,

So based on this we can go ahead and pull permits for the work we already have approved and we will follow up with this final detail for the abutments and get it approved prior to the install of the abutments?

Is this correct? If so, can we send the contractor down to building and safety to start paying all the permit fees?

Please let me know.

Thank You,

Randy

On Jul 24, 2012, at 2:05 PM, "Paul Wong" <PWong@bh.lacounty.gov> wrote:

Alan,

Based on your design concept below and illustrated on the sketch, the Department of Beaches and Harbor would not object to Building and Safety issuing a permit as long as the project has met all their requirements. I've informed B&S.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

<image001.jpg>

From: Alan Shiosaki [mailto:alan.shiosaki@englekirk.com]
Sent: Saturday, July 21, 2012 10:42 AM
To: Paul Wong
Cc: 'Randy Sovereign'
Subject: RE: The Bay Club

Paul:

We do not intend touch the existing caissons that are supporting the seawall. If our grade beam occurs at a caisson, two smaller grade beams would be installed on either side of the caisson so the caisson would not be affected.

The grade beams are designed to cantilever from the pad footing which his held back from the wall to not surcharge the seawall. We can place compressible material, i.e. styrofoam, below the grade beam to ensure vertical loads are not transferred directly from the grade beam to the soil.

Alan

From: Paul Wong [mailto:PWong@bh.lacounty.gov]
Sent: Thursday, July 19, 2012 5:15 PM
To: 'Alan Shiosaki'
Cc: 'Randy Sovereign'
Subject: RE: The Bay Club

Alan,

Your conceptual sketch does not say much but let me guess what you are planning to do. Before I can say one way or the other I need to know more info. Are you planning to top off 1' to 1 ½' of our caissons, stick in some dowels and tie it to your proposed grade beam? However you plan to install your footing pad, can you demonstrate by engineering calculation that it would not surcharge the channel wall and won't compromise our strong tie system?

Please let me know right away as we are off tomorrow.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

<image001.jpg>

From: Alan Shiosaki [mailto:alan.shiosaki@englekirk.com]

Sent: Thursday, July 19, 2012 3:51 PM

To: Paul Wong

Cc: 'Randy Sovereign'

Subject: The Bay Club

Paul:

Randy Sovereign with Decron Properties requested I contact you and present our conceptual foundations for the support of the gangways. We currently do not have a soils report for this area and Sea Fan recommended I speak with Yosh Morisaku at GMED and see if they would allow a

nominal bearing pressure without a soils report. I have left a message for Yosh but I have not heard back from him.

Our conceptual design was based on a bearing pressure of 1500 psf and as indicated on the attached sketch is held back behind the seawall as not to surcharge the wall. Once the geotechnical issues have been resolved I can finalize the foundation design.

This item is holding all other permits and we hope that if you agree conceptually with our proposal other areas of the project could be released/permited.

I will follow this email with a phone call.

Alan

Alan T. Shiosaki, SE
Vice President

<image002.jpg> <<http://www.englekirk.com/>>

2116 Arlington Ave.

Los Angeles, CA 90018

T 323.733.6673 x326

F 323 733.8682

<Bay Club - SK-01.pdf>

From: Ismael Lopez
Sent: Tuesday, July 24, 2012 4:53 PM

To: Don Geisinger
Cc: Michael Tripp
Subject: RE: Bay Club tree cutting

Attachments: image002.jpg; image003.jpg

Not until we have the reports, which should verify that no nesting trees will be removed or that nesting trees within the vicinity will not be disturbed.

Regards,

Ismael Lopez

Planning Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way (updated)

Marina del Rey, CA 90292

Office: 310-822-4639

iLopez@bh.lacounty.gov

From: Randy Sovereign
Sent: Tuesday, July 24, 2012 3:27 PM
To: Tom Schiff
Cc: David Nagel
Subject: Re: Bay Club tree cutting problem

Tom,

We were in contact with our biologist earlier and she has been in contact with Ishmael.

The report has been completed but according to MRC they didn't know it needed to be submitted to beaches and harbors for approval prior to construction. The inspection was clear there were no nesting birds.

If this news is from this afternoon then I will see what's going on, but we were on the phone with them right before noon and the biologist was sending the report over that was done the end of last week.

We have to have the survey 72 hours prior to the start which they did do. Currently they are not on the job so no more tree removals have happened.

From: Don Geisinger
Sent: Tuesday, July 24, 2012 4:51 PM
To: Ismael Lopez
Cc: Michael Tripp
Subject:FW: Bay Club tree cutting

Attachments: image001.jpg

Lessee for Parcel 8 seems to think that things are under control re the tree cutting. Are they?

Don Geisinger

From: Randy Sovereign
Sent: Tuesday, July 24, 2012 3:27 PM
To: Tom Schiff
Cc: David Nagel
Subject: Re: Bay Club tree cutting problem

Tom,

We were in contact with our biologist earlier and she has been in contact with Ishmael.

The report has been completed but according to MRC they didn't know it needed to be submitted to beaches and harbors for approval prior to construction. The inspection was clear there were no nesting birds.

If this news is from this afternoon then I will see what's going on, but we were on the phone with them right before noon and the biologist was sending the report over that was done the end of last week.

We have to have the survey 72 hours prior to the start which they did do. Currently they are not on the job so no more tree removals have happened.

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Tuesday, July 24, 2012 4:31 PM
To: Don Geisinger
Cc: David Nagel; Randy Sovereign
Subject:FW: Bay Club tree cutting

Attachments: image001.jpg

Don, see below for information about the trees. It sounds like things are under control.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626
tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Randy Sovereign
Sent: Tuesday, July 24, 2012 3:27 PM
To: Tom Schiff
Cc: David Nagel
Subject: Re: Bay Club tree cutting problem

Tom,

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The report has been completed but according to MRC they didn't know it needed to be submitted to beaches and harbors for approval prior to construction. The inspection was clear there were no nesting birds.

If this news is from this afternoon then I will see what's going on, but we were on the phone with them right before noon and the biologist was sending the report over that was done the end of last week.

We have to have the survey 72 hours prior to the start which they did do. Currently they are not on the job so no more tree removals have happened.

From: Don Geisinger
Sent: Monday, July 23, 2012 8:16 AM
To: Andrew Hong; Adriana Zarate-Lee; Jules Trefler
Cc: Steve Penn; Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: FW: Parcel 8 -- Bay Club

Attached is a draft of the Estoppel for Parcel 8. Ther pertinent information is as follows:

A. To the best knowledge of County, there are no existing defaults under the Lease with respect to any monetary (subject to County's audit right described in the Lease for periods following _____, 2012), or non-monetary provision of the Lease and no event has occurred which, with the passage of time or giving of notice, or both, would constitute a default with respect to any non-monetary provision of the Lease.

5. Rents and other charges have been fully paid under the Lease through _____, 20____, as verified by formal audit. Monthly payments of annual square foot rental in the amount of \$_____, as required under Article 4 of Amendment No. 12 of the Lease, have been fully made for all months up through and including _____, 2012. Monthly payments of percentage rent, to the extent required under Article 4 of Amendment No. 12 of the Lease have been paid for all months through and including _____, 2012 (for _____, 2012 gross receipts), but are subject to audit for periods from and after _____, 20____. In the event any such audit reveals rental deficiencies, NF MARINA, ARCHSTONE and any then?current or future lessee shall be jointly and severally liable for all unpaid deficiencies accruing during the period from and after _____, 20____, except that the liability of NF MARINA for such unpaid deficiencies shall be limited to deficiencies pertaining to periods prior to the effective date of the Assignment. No representation is made herein by the County as to the current status of NF MARINA's payments of possessory interest taxes or any other taxes, assessments or similar service charges which may be due by NF MARINA to the County or other governmental or regulatory body in connection with the premises or improvements under the Lease.

Andrew: Please provide information for the red blanks.

Adriana: Please provide information for the yellow blanks.

We are trying to finalize the documentation as quickly as possible so I would appreciate a response no later than the end of tomorrow. Tuesday, July 24, 2012

From: Andrew Hong
Sent: Monday, July 23, 2012 8:43 AM
To: Don Geisinger; Adriana Zarate-Lee; Jules Trefler
Cc: Steve Penn; Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: RE: Parcel 8 -- Bay Club

Attachments: image001.jpg

Here is the audit information for parcel 8.

Audit

Audit period

Total audit rent due

Outstanding amount

Comments

Current audit (in progress)

11/1/2008 – 6/30/2012

Not available

Not available

On July 12, 2012, audit notification letter was issued. The anticipated date of audit completion will be August 31, 2012. It varies depending on the complexities of recordkeeping and audit issues.

Prior audit

(completed)

11/1/2004 – 10/31/2008

\$0.00

\$0.00

Final audit letter was issued on 12/31/2010 with no audit discrepancy.

Thank you,

Andrew Hong, CIA, CISA

From: Jules Treffler
Sent: Monday, July 23, 2012 8:16 AM
To: Don Geisinger
Subject: Out of Office: Parcel 8 -- Bay Club

I will be back in the office on Monday July 30th. For urgent matters, please contact the front desk at 310-305-9504 and your call will be directed. For other matters, I will respond upon my return.

From: Don Geisinger
Sent: Monday, July 23, 2012 8:16 AM
To: Andrew Hong; Adriana Zarate-Lee; Jules Treffler
Cc: Steve Penn; Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: FW: Parcel 8 -- Bay Club

Attachments: IDOCS_18130762_2.DOC.html; IDOCS_18135082_1.DOC.html;
IDOCS_18132972_2.DOC.html

Attached is a draft of the Estoppel for Parcel 8. The pertinent information is as follows:

1. To the best knowledge of County, there are no existing defaults under the Lease with respect to any monetary (subject to County's audit right described in the Lease for periods following _____, 2012), or non-monetary provision of the Lease and no event has occurred which, with the passage of time or giving of notice, or both, would constitute a default with respect to any non-monetary provision of the Lease.

5. Rents and other charges have been fully paid under the Lease through _____, 20____, as verified by formal audit. Monthly payments of annual square foot rental in the amount of \$_____, as required under Article 4 of Amendment No. 12 of the Lease, have been fully made for all months up through and including _____, 2012. Monthly payments of percentage rent, to the extent required under Article 4 of Amendment No. 12 of the Lease have been paid for all months through and including _____, 2012 (for _____, 2012 gross receipts), but are subject to audit for periods from and after _____, 20____. In the event any such audit reveals rental deficiencies, NF MARINA, ARCHSTONE and any then?current or future lessee shall be jointly and severally liable for all unpaid deficiencies accruing during the period from and after _____, 20____, except that the liability of NF MARINA for such unpaid deficiencies shall be limited to deficiencies pertaining to periods prior to the effective date of the Assignment. No representation is made herein by the County as to the current status of NF MARINA's

payments of possessory interest taxes or any other taxes, assessments or similar service charges which may be due by NF MARINA to the County or other governmental or regulatory body in connection with the premises or improvements under the Lease.

Andrew: Please provide information for the red blanks.

Adriana: Please provide information for the yellow blanks.

We are trying to finalize the documentation as quickly as possible so I would appreciate a response no later than the end of tomorrow. Tuesday, July 24, 2012

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Friday, July 20, 2012 5:23 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Gary Jones; Don Geisinger; Caves, Amy
Subject: Parcel 8 -- Bay Club

Adam:

Thank you for your letter to Gary Jones dated July 10, 2012 requesting County approval of the assignment of the lease and option to Archstone Marina Bay Nominee LP, including the associated changes to the form of Amended and Restated Lease Agreement required to complete the transaction. Also thank you for transmitting to me the selected exhibits to the purchase contract that I requested. DBH staff is diligently processing the request for consideration by the County Board of Supervisors. We will let you know if any additional information is required. In the meantime, please note the following:

1. County's consent, if and when obtained from the Board of Supervisors, will be issued in the form of an Estoppel and Consent to Assignment of Lease and Option. On May 24 I sent you a few comments to the draft document that you circulated. Attached is a tracked changes version of the document incorporating those comments and other proposed revisions to reflect the structure of the assignment documentation referenced in the purchase agreement and the contemplated closing mechanics. Please let me know if you have any further changes. As we get closer to closing, I will work with DBH staff to complete the missing factual information for the blanks.
2. Also attached are clean and red-lined versions of the revised form of Amended and Restated Lease Agreement. Working from the most recently approved draft (i.e., the version approved by the parties on July 1), I made the following changes:

(a) A revised Section 12.1.2.1 and new Section 12.4.2 have been inserted to address CIGNA's subsequent concerns, in the form that I last circulated. The only additional change was to add a new sentence at the beginning of Section 12.4.2 stating that the section will be applicable only to the CIGNA loan (per our agreement). In retrospect, inclusion of Section 12.4.2 in the lease is preferable to submission of a separate document for Board approval.

(b) Based on our review of the parties' purchase contract, I have revised Section 4.8.1.1 to reflect the modified purchase price and to confirm that improvement costs (e.g., previous design or permit costs) incurred by NF Marina and that are included inside of the purchase price may not be additive to the buyer's Base Value (i.e., the purchase price) under Section 4.8.1.1. By the same token, if there are interim Improvement Costs incurred by NF Marina prior to closing (e.g., pre-closing dock work) for which Archstone is required to reimburse NF Marina via a closing statement credit, Archstone will be given credit for those costs in its basis under Section 4.8.1.1.

3. We understand that Archstone intends to close the acquisition of the leasehold only upon exercise of the option and mutual execution and delivery of the Amended and Restated Lease Agreement. Likewise, County's consent to the transfer and the Amended and Restated Lease Agreement modifications also will be conditioned upon exercise of the option and closing of Archstone's acquisition. DBH staff is working to complete the internal documentation required to calendar consideration of the matter by the Board of Supervisors at the soonest possible meeting, currently scheduled for the last week of August. While we do not expect a delay in that schedule, please understand that DBH staff does not control the Board's meeting calendar or action on agenda items.

4. Please note that the County is not in a position to undertake the confidentiality commitment referenced in your letter. The County is a governmental entity that is subject to the Public Records Act and other disclosure requirements, practices and policies.

Please give me a call if you have any questions or would like to discuss anything pertaining to the transaction.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file:///\\www.mto.com>

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<<IDOCs_18130762_2.DOC>> <<IDOCs_18135082_1.DOC>> <<IDOCs_18132972_2.DOC>>

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Friday, July 20, 2012 5:23 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Gary Jones; Don Geisinger; Caves, Amy
Subject: Parcel 8 -- Bay Club

Attachments: IDOCs_18130762_2.DOC.html; IDOCs_18135082_1.DOC.html;
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Please give me a call if you have any questions or would like to discuss anything pertaining to the transaction.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file://www.mto.com>

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<<IDOCs_18130762_2.DOC>> <<IDOCs_18135082_1.DOC>> <<IDOCs_18132972_2.DOC>>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, July 18, 2012 3:57 PM
To: Don Geisinger
Cc: David Nagel
Subject: RE: Bay Club

Attachments: image001.jpg

Don, is everything good to go? Can you confirm we're on track for a County Supervisors hearing that would be no later than Tuesday August 14?

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff

Sent: Monday, July 16, 2012 3:13 PM

To: Don Geisinger (DGeisinger@bh.lacounty.gov)

Cc: David Nagel

Subject: Bay Club

Don, you should have everything you need from us at this point to proceed with our request for approval of the transfer of Bay Club to Archstone. (You should have received the \$15,000 Administrative Charge deposit earlier today.) Please confirm you have everything you need.

Archstone has been communicating directly with Jeff Heintz on the desired ground lease changes that (I presume) need to be part of the Supervisors' action. I just want to be sure Jeff has been in touch with you so that part of the requested approval does not fall through the cracks.

Also, at that all hands meeting we had at your offices, Archstone expressed their desire for the option to be conditionally exercised by Archstone so that it's deemed exercised as soon as they complete the purchase (but of no effect if the purchase is never consummated). Again, I just want to be sure that's part of the approvals.

I know there's not a lot of cushion in the timing, but our agreement with Archstone provides for an August 31 drop dead date on the approvals. If the transfer cannot be completed by then, the deal automatically dies because we'd need enough time to finalize our own financing and timely exercise the option before it expires. So please make sure the staff is mindful of this deadline so everything moves along timely. Thanks much.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Gary Jones
Sent: Wednesday, July 18, 2012 8:01 AM
To: Adriana Zarate-Lee; Zemedkun Solomon
Cc: Santos Kreimann; Kerry Silverstrom; John Kelly; Steve Penn; Don Geisinger; Brad Fleischer
Subject: FW: Parcel 8-Proposed Assignment of Lease-Synopsis

Adriana, Zemedkun,

FYI - The anticipated sale of the Parcel 8 (Bay Club) leasehold interest is progressing. The parties wish to close by the end of August. Don is currently working on a Board letter for the Board to approve the assignment. Based on the sales price, the County will receive \$879,000 in participation.

Gary

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Monday, July 16, 2012 4:38 PM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.
Subject:

Jeffrey--I just wanted to touch base on Bay Club. I assume you have everything you need on the submission. I know that the date we talked about as being the "outside date" for submission of everything in order to close by the end of August was July 17, which is tomorrow. As far as I am aware you have everything we are required to submit, but please let me know if that is not the case. Also, I assume you have the "final" version of the Ground Lease incorporating all of the changes we discussed (including all of the agreed-upon CIGNA changes), but please let me know if you need anything in that regard.

Best,

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

DLA Piper LLP (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293

T 312.368.7266
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From: Paul Wong
Sent: Tuesday, July 17, 2012 6:57 AM
To: Gary Jones
Cc: John Kelly; Don Geisinger
Subject: FW: Beaches and Harbors

Attachments: image001.jpg; image002.jpg

FYI, I am working to help them comply with plan check conditions toward obtaining the permit.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Paul Wong
Sent: Tuesday, July 17, 2012 6:55 AM
To: 'Randy Sovereign'
Cc: Elias Travis; Jim Puder; Eric Noegel; Tae Kim; Tom Schiff; David Nagel
Subject: RE: Beaches and Harbors

Yes, I can meet on Wednesday am. Just let me know the time.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Monday, July 16, 2012 6:11 PM
To: Paul Wong
Cc: Elias Travis; Jim Puder; Eric Noegel; Tae Kim; Tom Schiff; David Nagel
Subject: FW: Beaches and Harbors

Paul,

Here is an update from BMI. They will be in town Wednesday. Is there any way they may be able to meet with you to review where we are at with the process?

Please let us know.

Thanks,

Randy

From: Elias Travis [mailto:etravis@bellingham-marine.com]
Sent: Monday, July 16, 2012 4:53 PM
To: Randy Sovereign; Tae Kim
Cc: David Nagel; Tom Schiff; Steve Klaidman
Subject: RE: Beaches and Harbors

Randy,

Here are the remaining plan check issues for the waterside:

GMED- was resubmitted on 5-24-12. GMED was calling for a full seismic and liquefaction analysis. We responded with a letter and data showing that this was unnecessary for laterally loaded marina piles. I have been promised a response each week for the past 4 weeks, but haven't received comments yet.

Electrical- Was resubmitted on 7-5-12, due to the plans examiner being on vacation for 3 weeks. The only outstanding issue is the 208 vs 240 volt code variance. We have done this before with the City of LA. The plans examiner has indicated he will try and look at it this week.

Mechanical- was resubmitted on 6-20-12. No outstanding issues, all comments have been addressed. Was told the review would be 4-8 working days, but still no response.

Thanks,

Elias Travis, PE

Marina Interface Specialist

Bellingham Marine Industries, Inc.

1205 Business Park Drive

Dixon, CA 95620

(916) 214-1438 cell

(707) 678-2385 office

(707) 678-1760 fax

From: Randy Sovereign [mailto:rsovereign@decronproperties.com]
Sent: Monday, July 16, 2012 4:45 PM
To: Tae Kim; Elias Travis
Cc: David Nagel; Tom Schiff; Steve Klaidman
Subject: FW: Beaches and Harbors

Can the two of you please help here. We need to try and get the county to help us get started and now it seems Beaches and Harbors needs some info on the remaining plan check issues.

Thanks,

Randy

From: Paul Wong [mailto:PWong@bh.lacounty.gov]
Sent: Monday, July 16, 2012 4:10 PM
To: Tom Schiff
Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com)
Subject: RE: Beaches and Harbors

Hello Tom,

I've talked to Roy at Building and Safety and understand the issues. Please call or have your entitlement folk call me. We need to know what course of action Decron has taken to comply with the outstanding

plan check requirements and when the revised plans fully addressing these issues will be submitted for final.

Best regards,

Paul Wong

(310) 305-9533

(310) 420-6124 Mobile

From: Tom Schiff [mailto:TSchiff@decronproperties.com]

Sent: Monday, July 16, 2012 3:58 PM

To: Gary Jones; Paul Wong

Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com); John Kelly; Don Geisinger

Subject: RE: Beaches and Harbors

Thanks.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, July 16, 2012 3:58 PM
To: Gary Jones; Paul Wong
Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com); John Kelly; Don Geisinger
Subject: RE: Beaches and Harbors

Attachments: image001.jpg; image002.jpg

Thanks.

Thomas E. Schiff

Executive Vice President / General Counsel

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Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Gary Jones [mailto:gjones@bh.lacounty.gov]
Sent: Monday, July 16, 2012 3:51 PM
To: Paul Wong
Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com); Tom Schiff; John Kelly; Don Geisinger
Subject: RE: Beaches and Harbors

Paul,

Please contact Roy, as Tom requests below. Thanks,

Gary

Gary Jones, Deputy Director

Asset Management & Planning Bureau

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way | Marina del Rey | CA 90292

(D) 310 574 6787

From: Steve Klaidman [mailto:sklaidman@rovnerconstruction.com]

Sent: Monday, July 16, 2012 12:49 PM

To: Randy Sovereign; Dave Holland

Subject: Beaches and Harbors

Hey Randy,

I went to LADBS this morning to see if we can pull a demo permit and Roy Itani told me that we could proceed with demo on promenade as long as Beaches and Harbors was ok with it. He knows that our plans are approved and we are waiting for dock work plans to be approved before permits can be issued which already include demo.

Can you contact whoever you have been working with at Beaches and Harbors and let them know that we have approval by LADBS and we need their approval to proceed with demo, and if they could send an email to: ritani@dpw.lacounty.gov giving the ok.

Sincerely

Steve Klaidman

Mike Rovner Construction

C: 805.328.8615

www.rovnerconstruction.com

From: Gary Jones

Sent: Monday, July 16, 2012 3:51 PM

To: Paul Wong

Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com); 'Tom Schiff'; John Kelly; Don Geisinger

Subject: RE: Beaches and Harbors

Attachments: image002.jpg; image003.jpg

Paul,

Please contact Roy, as Tom requests below. Thanks,

Gary

Gary Jones, Deputy Director

Asset Management & Planning Bureau

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way | Marina del Rey | CA 90292

(D) 310 574 6787

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Monday, July 16, 2012 3:26 PM
To: Gary Jones
Cc: David Nagel; Randy Sovereign; Steve Klaidman (sklaidman@rovnerconstruction.com)
Subject: FW: Beaches and Harbors

Gary, is this something you could help us with? Originally the Building Dept had some concerns about our pulling a demo permit for some landside work adjacent to the marina before we got our Coastal Development Permit for the marina itself. It appears they're now okay with our proceeding as long as B&H is. Kindly contact Roy Itani ((310) 820-6500) to give him a green light. Thanks much.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Randy Sovereign
Sent: Monday, July 16, 2012 2:26 PM
To: Tom Schiff; David Nagel
Cc: Steve Klaidman
Subject: RE: Beaches and Harbors

Tom,

Do you have someone in mind at beaches and harbors we could get this to? It would be nice to get this going ASAP so we don't fall behind.

Thanks,

Randy

From: Steve Klaidman [mailto:sklaidman@rovnerconstruction.com]
Sent: Monday, July 16, 2012 12:49 PM
To: Randy Sovereign; Dave Holland
Subject: Beaches and Harbors

Hey Randy,

I went to LADBS this morning to see if we can pull a demo permit and Roy Itani told me that we could proceed with demo on promenade as long as Beaches and Harbors was ok with it. He knows that our plans are approved and we are waiting for dock work plans to be approved before permits can be issued which already include demo.

Can you contact whoever you have been working with at Beaches and Harbors and let them know that we have approval by LADBS and we need their approval to proceed with demo, and if they could send an email to: ritani@dpw.lacounty.gov giving the ok.

Sincerely

Steve Klaidman

Mike Rovner Construction

C: 805.328.8615

www.rovnerconstruction.com

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Monday, July 16, 2012 3:13 PM
To: Don Geisinger
Cc: David Nagel
Subject: Bay Club

Attachments: image001.jpg

Don, you should have everything you need from us at this point to proceed with our request for approval of the transfer of Bay Club to Archstone. (You should have received the \$15,000 Administrative Charge deposit earlier today.) Please confirm you have everything you need.

Archstone has been communicating directly with Jeff Heintz on the desired ground lease changes that (I presume) need to be part of the Supervisors' action. I just want to be sure Jeff has been in touch with you so that part of the requested approval does not fall through the cracks.

Also, at that all hands meeting we had at your offices, Archstone expressed their desire for the option to be conditionally exercised by Archstone so that it's deemed exercised as soon as they complete the purchase (but of no effect if the purchase is never consummated). Again, I just want to be sure that's part of the approvals.

I know there's not a lot of cushion in the timing, but our agreement with Archstone provides for an August 31 drop dead date on the approvals. If the transfer cannot be completed by then, the deal automatically dies because we'd need enough time to finalize our own financing and timely exercise the option before it expires. So please make sure the staff is mindful of this deadline so everything moves along timely. Thanks much.

Thomas E. Schiff

Executive Vice President / General Counsel

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tschiff@decronproperties.com <mailto:tschiff@decronproperties.com>

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]

Sent: Thursday, July 12, 2012 2:28 PM

To: Heintz, Jeffrey

Cc: Hall (Chicago), David V.; Ruby, Rick

Subject:

Jeffrey--We understand that a \$15,000 deposit is owed in connection with the application to the County on Bay Club. Can you please tell us to whom that check should be made and an address where we can send it?

Thanks,

Adam

<http://www.dlapiper.com/>

Adam T. Berkoff

Partner

DLA Piper LLP (US)

203 North LaSalle Street, Suite 1900

Chicago, Illinois 60601-1293

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Sent: Thursday, July 12, 2012 2:28 PM
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Thanks,

Adam

<<http://www.dlapiper.com/>>

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Partner

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, July 12, 2012 2:25 PM
To: Don Geisinger
Subject: RE: Cost Estimate for Tahiti Marina Circulation

Attachments: image001.jpg

Don, I'm turning my attention to this now and will get back to you shortly.

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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Tel: 323.556.6600, ext. 219

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tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]

Sent: Wednesday, July 11, 2012 2:25 PM

To: Tom Schiff

Subject: FW: Cost Estimate for Tahiti Marina Circulation

Please review the attachment. Let's discuss.

Also, how do you want to handle the cost estimate below?

Don Geisinger

From: Rodriguez, Michael G. [mailto:mirodriguez@dpw.lacounty.gov]

Sent: Tuesday, July 03, 2012 5:34 PM

To: Don Geisinger

Subject: Cost Estimate for Tahiti Marina Circulation

Don,

We estimate a cost of \$3,000 to circulate your request for comments. Attached, please find a copy of the map that shows the existing drains. The drains are delineated by red lines. The drain on the East side looks like it may be away from any buildings, but the drain on the west side is partially under the building.

Michael Rodriguez

Principal Real Property Agent

Los Angeles County Department of Public Works

Survey/Mapping & Property Management Division

900 South Fremont Avenue, 10th Floor

Alhambra, CA 91803-1331

Tel: (626) 458-7023

Fax: (626) 979-5322

Your feedback is important to us. Please take a minute to complete our Customer Feedback Form at <http://dpw.lacounty.gov/go/survey>

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From: Don Geisinger
Sent: Thursday, July 12, 2012 10:13 AM
To: 'Heintz, Jeffrey'
Subject:FW: letter re Bay Club Marina phasing

Attachments: image001.jpg; letter to Don Geisinger Jul11-12.doc.pdf.html

FYI.

Don Geisinger

From: Don Geisinger
Sent: Thursday, July 12, 2012 10:13 AM
To: 'Tom Schiff'
Subject:RE: two letters concerning Bay Club

Attachments: image001.jpg

Thanks.

Don Geisinger

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, July 12, 2012 9:47 AM
To: Don Geisinger
Cc: David Nagel; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com)
Subject:two letters concerning Bay Club

Attachments: image001.jpg; letter to Don Geisinger re Net Proceeds Share Jul12-12.pdf.html; letter to Don Geisinger re approval of transfer Jul12-12.pdf.html

Don, please see the attached two letters. One has the calculation of the anticipated Net Proceeds Share, and the other is our joining in the application for approval of the transfer. Originals of both letters are being sent to you by FedEx.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger

Sent: Thursday, July 12, 2012 7:26 AM

To: Gary Jones

Subject: RE: Parcel 8-Proposed Assignment of Lease-Synopsis

In my rush, I left out the item most important to you. In the Renewal of the Option, we essentially agreed to the greater of: i) 2% of the Gross Proceeds or ii) 8% of the Net Proceeds. (The reason that the numbers are not 5% and 20% is that in the original negotiations, we had agreed that the first sale would be 2%/8% We also agreed to these numbers because we had to "twist arms" a bit.

It is clear that 2% of the Sales Price will be greater than the amount derived under the formula for the Net Proceeds.

At \$44,200,000, the County participation is \$884,000.

At \$43,950,000, the County participation is \$879,000.

The difference is \$5,000.

Don Geisinger

From: Gary Jones
Sent: Thursday, July 12, 2012 7:10 AM
To: Don Geisinger
Subject: RE: Parcel 8-Proposed Assignment of Lease-Synopsis

Thanks. So we get 5% - correct?

From: Don Geisinger
Sent: Wednesday, July 11, 2012 6:17 PM
To: Gary Jones
Subject: Parcel 8-Proposed Assignment of Lease-Synopsis

You asked that I give a brief synopsis of the assignment:

- 1) Lessee: NF Marina, LP
- 2) Assignee: Archstone Marina Nominee LP (Assignee will hold legal title. The proceeds from the apartments and marina will be segregated into 2 separate funding sources: 1) Archstone Marina Bay LP (apartment revenue); and Archstone Bay Club Marina LP (marina revenue). The 3 entities will be jointly and severally liable.)
- 3) Sales Price: \$44,200,000 in original Purchase and Sale Agreement. Reduced to \$43,950,000 in the First Amendment thereto. (No reason is given for the reduction.)

4) Anticipated Approval Date: July 17, 2012

5) Anticipated Closing Date: between July 31, 2012 and August 31, 2012. (August 31, 2012 will be very tight.)

Let me know if you want more detail.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <mailto:dgeisinger@bh.lacounty>

From: Don Geisinger
Sent: Wednesday, July 11, 2012 2:30 PM
To: Gary Jones
Subject: FW: letter re Bay Club Marina phasing

Attachments: image001.jpg; letter to Don Geisinger Jul11-12.doc.pdf.html

FYI.

If lessee did as stated in the letter, it did a good job of: a) providing adequate notice; and b) doing its best to accommodate the displaced boaters.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Wednesday, July 11, 2012 12:02 PM
To: Don Geisinger
Cc: David Nagel; Angela Austin; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com)
Subject: letter re Bay Club Marina phasing

Don, attached please find a letter with the additional information you requested about the phasing of Bay Club's new anchorage improvements. The original is being sent to you by FedEx.

I should have the other letter for you with the transfer fee calculation before the day is out.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, July 11, 2012 12:02 PM
To: Don Geisinger
Cc: David Nagel; Angela Austin; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com)
Subject: letter re Bay Club Marina phasing

Attachments: image001.jpg; letter to Don Geisinger Jul11-12.doc.pdf.html

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tschiff@decronproperties.com <mailto:tschiff@decronproperties.com>

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From: Don Geisinger

Sent: Tuesday, July 03, 2012 6:10 PM

To: 'Rodriguez, Michael G.'

Subject: RE: Cost Estimate for Tahiti Marina Circulation

Thanks.

It could have been worse; both storm drains could have been located under the buildings.

Enjoy your 4th of July.

Don Geisinger

From: Rodriguez, Michael G. [mailto:mirodriguez@dpw.lacounty.gov]
Sent: Tuesday, July 03, 2012 5:34 PM
To: Don Geisinger
Subject: Cost Estimate for Tahiti Marina Circulation

Don,

We estimate a cost of \$3,000 to circulate your request for comments. Attached, please find a copy of the map that shows the existing drains. The drains are delineated by red lines. The drain on the East side looks like it may be away from any buildings, but the drain on the west side is partially under the building.

Michael Rodriguez

Principal Real Property Agent

Los Angeles County Department of Public Works

Survey/Mapping & Property Management Division

900 South Fremont Avenue, 10th Floor

Alhambra, CA 91803-1331

Tel: (626) 458-7023

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From: Rodriguez, Michael G. [mirodriguez@dpw.lacounty.gov]
Sent: Tuesday, July 03, 2012 5:34 PM
To: Don Geisinger
Subject: Cost Estimate for Tahiti Marina Circulation

Attachments: Tahiti Easements.pdf.html

Don,

We estimate a cost of \$3,000 to circulate your request for comments. Attached, please find a copy of the map that shows the existing drains. The drains are delineated by red lines. The drain on the East side looks like it may be away from any buildings, but the drain on the west side is partially under the building.

Michael Rodriguez
Principal Real Property Agent
Los Angeles County Department of Public Works
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Thank you in advance for your cooperation.

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Friday, June 22, 2012 3:05 PM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.
Subject:

Jeff--One follow-up question regarding timing for the County. If Seller and Buyer submit the formal request for County approval of the assignment of the Ground Lease on or before July 17, 2012, is that sufficient time for a closing by the end of August (from the standpoint of the County having adequate time to consider the request and, hopefully, approve it through all of the necessary channels)?

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

DLA Piper LLP (US)
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Chicago, Illinois 60601-1293

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From: Heintz, Jeffrey
Sent: Friday, June 22, 2012 2:46 PM
To: 'Berkoff, Adam T.'
Cc: Hall (Chicago), David V.
Subject: RE: Blackline.DOC;Archstone - Bay Club Marina del Rey Parcel 8T Lease Agreement.DOC

These changes are ok.

From: Berkoff, Adam T. [<mailto:Adam.Berkoff@dlapiper.com>]
Sent: Friday, June 22, 2012 12:29 PM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.
Subject: FW: Blackline.DOC;Archstone - Bay Club Marina del Rey Parcel 8T Lease Agreement.DOC

Jeffrey--Attached is the revised Ground Lease for Bay Club incorporating the revisions requested by Lender as modified by your responses. Please confirm that these changes are acceptable. We are trying to get the PSA signed on Monday, so if you are able to give us the green light by then, it would be greatly appreciated.

Many thanks for your continued assistance,

Adam

[<http://www.dlapiper.com/>](http://www.dlapiper.com/)

Adam T. Berkoff
Partner

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Friday, June 22, 2012 2:51 PM
To: Gary Jones; Don Geisinger; Caves, Amy
Subject:FW: Blackline.DOC;Archstone - Bay Club Marina del Rey Parcel 8T Lease Agreement.DOC

Attachments: Blackline (5).DOC

These are a few additional changes to the lender protection provisions in the Parcel 8 lease that I have negotiated with Archstone's counsel. Note that the existing lessee and Archstone contemplate signing up their purchase agreement on Monday.

Jeff

Jeffrey A. Heintz, Esq.
Munger, Tolles & Olson LLP
355 South Grand Avenue, Suite 3500
Los Angeles, CA 90071
Ph: (213) 683-9185
Fax: (213) 683-5185
E-mail: jeffrey.heintz@mto.com

From: Heintz, Jeffrey
Sent: Friday, June 22, 2012 2:46 PM
To: 'Berkoff, Adam T.'

Cc: Hall (Chicago), David V.

Subject: RE: Blackline.DOC;Archstone - Bay Club Marina del Rey Parcel 8T Lease Agreement.DOC

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Cc: Hall (Chicago), David V.

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Many thanks for your continued assistance,

Adam

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Adam T. Berkoff

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Friday, June 15, 2012 10:10 AM
To: Don Geisinger
Cc: David Nagel; Stephanie Turrini; Doug Pease; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com); Randy Sovereign
Subject: Bay Club marina construction phasing

Follow Up Flag: Follow up
Flag Status: Red

Attachments: image001.jpg; ltr to Don Geisinger dtd 6-15-12.pdf

Don, please see the attached letter regarding our marina phasing.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

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From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]

Sent: Thursday, May 31, 2012 12:19 PM

To: Heintz, Jeffrey

Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan

Subject: Bay Club

Jeffrey--Per our discussion this morning, I wanted to provide you with some detail regarding a new title/survey issue for the Bay Club project. When you revised the Ground Lease you incorporated by reference in the Exhibit A legal description some easements from a County Assessor's map that affect the property (a copy of the map is attached; the relevant pages are pages 4, 5 and 6). In looking closely at the map it appears as though there might have been some easement grants reserved to the County that run in a north-south direction and in 3 instances run directly underneath existing buildings on the site (and in one other instance run underneath improvements at the western end of the site). Although our surveyor originally mis-depicted these easements (and misconstrued them as running in an east-west orientation parallel and adjacent to the shoreline), attached is a revised survey showing these encumbrances and a highlighted version of the same that shows in highlighting where the surveyor now believes these easements are located.

The County Assessor's map was recorded in 1961, so depending on the date of construction of the apartment complex, they may in fact pre-date the improvements on the site. The buyer will need something affirmative in the Ground Lease or some other document either terminating the easement reservations that are encroached upon by existing improvements or something less than that which is sufficient to allow the title company to insure over the easement grants and the encroachment of the improvements over same. I know that you feel (as we do) that this is an issue that can and should get resolved, so we ask that you please take this to the appropriate personnel at the County to resolve the issue.

Many thanks in advance, and please feel free to call if you have any questions.

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

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From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, June 13, 2012 2:28 PM
To: Don Geisinger
Cc: David Nagel; Berkoff, Adam T. (Adam.Berkoff@dlapiper.com)
Subject: easements we just discussed

Attachments: image001.jpg; 116744570-X49 Prelim_dtd 1-27-12.doc

Don, per our discussion:

I've attached a PTR that shows the title exception for the "easement" shown on the map. The exception is Exception 1 of Schedule B.

Exception 1 has a hyperlink to the referenced map (Assessor Map No. 88). If you highlight the blue hyperlink your computer will probably instruct you to press Ctrl and then click the mouse. The map will show up on your web browser.

The westerly part of Tahiti Way is shown on page 4 of the map. I can't read the language on the map page but maybe your engineer can do better.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Rodriguez, Michael G. [mirodriguez@dpw.lacounty.gov]
Sent: Wednesday, June 13, 2012 9:01 AM
To: Don Geisinger
Subject: RE: Bay Club

Don,

I have not had a chance to call the Bay Club as I have been recovering from kidney stone surgery. But, I do have a couple of questions for you.

Who holds the easements? I do not think they are County easements, because if they were, they would have extinguished by law when the County obtained the property, i.e. you can't have an easement over your own property. Are there actual structures (sewers, storm drains, etc.) located in the easement areas?

I think either the Bay Club or Archstone should get copies of the easements and see who the grantee is. Although, it looks like the attached maps show the easement holder as the County.

Michael Rodriguez
Principal Real Property Agent
Los Angeles County Department of Public Works
Survey/Mapping & Property Management Division
900 South Fremont Avenue, 10th Floor
Alhambra, CA 91803-1331
Tel: (626) 458-7023
Fax: (626) 979-5322

Your feedback is important to us. Please take a minute to complete our Customer Feedback Form at <http://dpw.lacounty.gov/go/survey>

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From: Don Geisinger
Sent: Thursday, June 07, 2012 3:35 PM
To: Rodriguez, Michael G.
Subject:FW: Bay Club

Attachments: 11758 Marina Del Rey.pdf; Document.pdf; laca 1-53.pdf

Thank You!

From: Berkoff, Adam T. [Adam.Berkoff@dlapiper.com]
Sent: Thursday, June 07, 2012 1:32 PM
To: Heintz, Jeffrey
Cc: Peppercorn, Mark; Campbell, Greg; Reif, Tom; Hall (Chicago), David V.; Don Geisinger; Gary Jones
Subject:RE:

Great--thanks, Jeffrey

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Tuesday, June 05, 2012 12:27 PM
To: Heintz, Jeffrey
Cc: Peppercorn, Mark; Campbell, Greg; Reif, Tom; Hall (Chicago), David V.
Subject:

Jeffrey--I hope all is well. Two things:

1. In our meeting in LA you mentioned to me that, pursuant to Section 5.1 of the Lease, the Seller needs to provide a letter to the County with respect to expenditures on work the Seller performed in order for our client (the Buyer) to get "credit" for the performance of that work in terms of the minimum expenditures required under the ground lease and the dollars spent by Seller being applied towards those minimums. I discussed this issue with Tom Schiff and he provided the attached letter. Tom's impression is that the attached letter satisfies the above requirement. I wanted to independently confirm with you that Tom's understanding is correct and, if that is not the case, precisely what the County requires from the Seller in order for the Buyer to get credit for monies spent by the Seller on improvements such that Buyer can credit those monies towards the minimum expenditures under the Ground Lease.

2. I just wanted to follow-up on my e-mail and our discussion from last week regarding the easement issue and find out whether you have made any progress on that front or if there is anything I can do on my end to facilitate resolution of that issue.

Thanks,

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

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Chicago, Illinois 60601-1293

T 312.368.7266
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adam.berkoff@DLA Piper.com

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, June 07, 2012 12:51 PM
To: Berkoff, Adam T.
Cc: Peppercorn, Mark; Campbell, Greg; Reif, Tom; Hall (Chicago), David V.; Don Geisinger; Gary Jones
Subject: RE:

Adam:

On your item 1 below, the letter will satisfy the requirement in Section 5.1 of the lease for NF Marina to notify the Director of the specific componentns of the Redevelopment Work that NF Marina intended to perform prior to the Effective Date. The actual cost will remain subject to the Director's approval and verification, but the letter satisfies the above notification requirement that I had mentioned in the meeting.

I will give you a call to discuss the easements.

Jeff

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Tuesday, June 05, 2012 12:27 PM
To: Heintz, Jeffrey
Cc: Peppercorn, Mark; Campbell, Greg; Reif, Tom; Hall (Chicago), David V.
Subject:

Jeffrey--I hope all is well. Two things:

1. In our meeting in LA you mentioned to me that, pursuant to Section 5.1 of the Lease, the Seller needs to provide a letter to the County with respect to expenditures on work the Seller performed in order for our client (the Buyer) to get "credit" for the performance of that work in terms of the minimum expenditures required under the ground lease and the dollars spent by Seller being applied towards those minimums. I discussed this issue with Tom Schiff and he provided the attached letter. Tom's impression is that the attached letter satisfies the above requirement. I wanted to independently confirm with you that Tom's understanding is correct and, if that is not the case, precisely what the County requires from the Seller in order for the Buyer to get credit for monies spent by the Seller on improvements such that Buyer can credit those monies towards the minimum expenditures under the Ground Lease.

2. I just wanted to follow-up on my e-mail and our discussion from last week regarding the easement issue and find out whether you have made any progress on that front or if there is anything I can do on my end to facilitate resolution of that issue.

Thanks,

Adam

<http://www.dlapiper.com/>

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From: John Kelly
Sent: Monday, June 04, 2012 1:57 PM
To: Don Geisinger
Cc: Gary Jones
Subject: RE: Bay Club

Attachments: image001.jpg

Don – I am not clear what you are requesting of me.

John Kelly

Deputy Director

Beaches and Harbors

From: Don Geisinger
Sent: Monday, June 04, 2012 9:58 AM
To: John Kelly
Cc: Gary Jones
Subject: FW: Bay Club

Attachments: 11758 Marina Del Rey.pdf; Document.pdf; laca 1-53.pdf

Please read e-mail below from Jeff Heintz, our outside counsel, and Adamn Berkoff, counselor for potential purchaser of Parcel 8. It appears as if there are easements runnng under the buildings. Purchaser would like to have this issue addressed.\

Don Geisinger

From: Heintz, Jeffrey [mailto:Jeffrey.Heintz@mto.com]
Sent: Friday, June 01, 2012 12:07 PM
To: Don Geisinger
Cc: Gary Jones; Caves, Amy
Subject: FW: Bay Club

Don:

See Adam's message below. We need to determine how to address the lessee's concerns that these reserved County easements run directly under the existing improvements.

Jeff

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Thursday, May 31, 2012 12:19 PM
To: Heintz, Jeffrey
Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan
Subject: Bay Club

Jeffrey--Per our discussion this morning, I wanted to provide you with some detail regarding a new title/survey issue for the Bay Club project. When you revised the Ground Lease you incorporated by reference in the Exhibit A legal description some easements from a County Assessor's map that affect the property (a copy of the map is attached; the relevant pages are pages 4, 5 and 6). In looking closely at the map it appears as though there might have been some easement grants reserved to the County that run in a north-south direction and in 3 instances run directly underneath existing buildings on the site (and in one other instance run underneath improvements at the western end of the site). Although our surveyor originally mis-depicted these easements (and misconstrued them as running in an east-west orientation parallel and adjacent to the shoreline), attached is a revised survey showing these encumbrances and a highlighted version of the same that shows in highlighting where the surveyor now believes these easements are located.

The County Assessor's map was recorded in 1961, so depending on the date of construction of the apartment complex, they may in fact pre-date the improvements on the site. The buyer will need something affirmative in the Ground Lease or some other document either terminating the easement reservations that are encroached upon by existing improvements or something less than that which is sufficient to allow the title company to insure over the easement grants and the encroachment of the improvements over same. I know that you feel (as we do) that this is an issue that can and should get resolved, so we ask that you please take this to the appropriate personnel at the County to resolve the issue.

Many thanks in advance, and please feel free to call if you have any questions.

Adam

<<http://www.dlapiper.com/>>

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Partner

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adam.berkoff@DLA Piper.com <<mailto:adam.berkoff@DLA Piper.com>>

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From: Berkoff, Adam T. [Adam.Berkoff@dlapiper.com]
Sent: Friday, June 01, 2012 1:31 PM
To: Heintz, Jeffrey
Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan; Gary Jones; Don Geisinger; Caves, Amy
Subject: RE: Bay Club -- Parcel 53

Jeffrey--Thank you. As this is an easement benefiting the County, we have no problem removing it. We will reach out to the title company and the surveyor to get them to remove it as exceptions to title and survey. We will let you know if we need anything more from you to assist in that effort. Thanks.

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Thursday, May 31, 2012 12:40 PM
To: Heintz, Jeffrey
Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan
Subject: FW: Bay Club -- Parcel 53

Jeffrey--I will send you an e-mail under separate cover detailing our concerns regarding the utility easements from the County Assessor's map that we discussed this morning. In addition to those easement concerns, we only have two revisions to your latest version of the Ground Lease: (1) the Section reference in Section 17.10.7 incorrectly references itself as "Section 17.11.7" and instead should reference itself as "Section 17.10.7"; and (2) attached is a revision to the legal description to the Ground Lease where we added the second to last paragraph (which is an easement reservation for the County's benefit) because the same was contained in the legal description of a larger parcel containing the Property in Amendment No. 5 to Lease No. 4985 (Parcel 8 - Marina del Rey) recorded as document no. 983. This is the drainage easement we discussed when we met in LA and it is located on the south end of the property and is encroached upon by a staircase and overhead decorative awning. Ideally we would have some acknowledgment that the encroachment of those improvements is a permitted encroachment (and perhaps we can handle that as a part of the resolution of the other issue we discussed this morning).

We reserve our right to make additional revisions to the Ground Lease based on the resolution of the larger easement issue that we discussed this morning and that I will detail in a separate e-mail, but I wanted you to be aware that, other than the above issues and that issue, we are in good shape on the Ground Lease.

Call me with any questions.

Thanks,

Adam

<<http://www.dlapiper.com/>>

Adam T. Berkoff
Partner

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From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]

Sent: Thursday, May 31, 2012 12:19 PM

To: Heintz, Jeffrey

Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan

Subject: Bay Club

Jeffrey--Per our discussion this morning, I wanted to provide you with some detail regarding a new title/survey issue for the Bay Club project. When you revised the Ground Lease you incorporated by reference in the Exhibit A legal description some easements from a County Assessor's map that affect the property (a copy of the map is attached; the relevant pages are pages 4, 5 and 6). In looking closely at the map it appears as though there might have been some easement grants reserved to the County that run in a north-south direction and in 3 instances run directly underneath existing buildings on the site (and in one other instance run underneath improvements at the western end of the site). Although our surveyor originally mis-depicted these easements (and misconstrued them as running in an east-west orientation parallel and adjacent to the shoreline), attached is a revised survey showing these encumbrances and a highlighted version of the same that shows in highlighting where the surveyor now believes these easements are located.

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Many thanks in advance, and please feel free to call if you have any questions.

Adam

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From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Friday, June 01, 2012 12:04 PM
To: Berkoff, Adam T.
Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan; Gary Jones; Don Geisinger; Caves, Amy
Subject: RE: Bay Club -- Parcel 53

Adam:

Thanks for catching the typo regarding Section 17.10.7.

As to the modification to the legal description, let me know why you want to add this additional reserved easement in favor of the County. In 1973 the lease was fully amended by Amendment No. 6 to remove Parcel 9U from the premises. In connection with Amendment No. 6 the legal description for the premises was revised in a manner consistent with the legal description that I attached to the current draft amended and restated lease. This revised legal description has remained the same from 1973 to the present in all subsequent amendments and assignments. The revised legal description that has been in effect since 1973 does not include the reserved drainage easement that you are suggesting be added to the legal description. Let me know if I am missing something in the analysis.

In the meantime, I will work with DBH to address the other easement concerns that you raise in your other e-mail.

Thanks.

Jeff

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Thursday, May 31, 2012 12:40 PM
To: Heintz, Jeffrey
Cc: Tom Schiff; Peppercorn, Mark; Campbell, Greg; Ruby, Rick; Reif, Tom; Hall (Chicago), David V.; Reid, Bryan
Subject: FW: Bay Club -- Parcel 53

Jeffrey--I will send you an e-mail under separate cover detailing our concerns regarding the utility easements from the County Assessor's map that we discussed this morning. In addition to those easement concerns, we only have two revisions to your latest version of the Ground Lease: (1) the Section reference in Section 17.10.7 incorrectly references itself as "Section 17.11.7" and instead should reference itself as "Section 17.10.7"; and (2) attached is a revision to the legal description to the Ground Lease where we added the second to last paragraph (which is an easement reservation for the County's benefit) because the same was contained in the legal description of a larger parcel containing the Property in Amendment No. 5 to Lease No. 4985 (Parcel 8 - Marina del Rey) recorded as document no. 983. This is the drainage easement we discussed when we met in LA and it is located on the south end of the property and is encroached upon by a staircase and overhead decorative awning. Ideally we would have some acknowledgment that the encroachment of those improvements is a permitted encroachment (and perhaps we can handle that as a part of the resolution of the other issue we discussed this morning).

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Call me with any questions.

Thanks,

Adam

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From: Berkoff, Adam T. [Adam.Berkoff@dlapiper.com]
Sent: Friday, May 25, 2012 7:46 AM
To: Heintz, Jeffrey
Cc: Hall (Chicago), David V.; Tom Schiff; Gary Jones; Don Geisinger; Caves, Amy
Subject: RE: Bay Club -- Parcel 53

Thank you very much, Jeffrey. We will review and get back to you. Have a very nice Holiday weekend!

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, May 24, 2012 3:53 PM
To: Heintz, Jeffrey; Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Tom Schiff; Gary Jones; Don Geisinger; Caves, Amy
Subject: RE: Bay Club -- Parcel 53

Parcel 8 (not 53 -- an internal client no. for Parcel 8)

From: Heintz, Jeffrey [Jeffrey.Heintz@mto.com]
Sent: Thursday, May 24, 2012 3:45 PM
To: Berkoff, Adam T.
Cc: Hall (Chicago), David V.; Tom Schiff; Gary Jones; Don Geisinger; Caves, Amy
Subject: Bay Club -- Parcel 53

Attachments: IDOCS_17509450_2.DOC; IDOCS_17540888_1.DOC

Adam:

Attached are clean and red-lined versions of the revised amended and restated lease. The red-line is marked against the most recent version that you sent me. Please review my suggested revisions and let me know if they are acceptable. I am circulating the document to other members of the DBH team for their concurrent review as well.

The draft Estoppel and Consent to Assignment of Lease and Option that you circulated is acceptable subject to the following:

1. We will complete the factual information in Paragraphs 4 and 5 as we get closer to closing.
2. The County Counsel signature block should be conformed to the revised version in the amended and restated lease.
3. The legal description attached as Exhibit A should be conformed to the legal description attached as Exhibit A to the amended and restated lease.
4. Item 9 of Exhibit B should be deleted.

Let me know if there are any remaining items that require further discussion with regard to these documents.

Jeff

Jeffrey A. Heintz | Munger, Tolles & Olson LLP
355 South Grand Avenue | Los Angeles, CA 90071
Tel: 213.683.9185 | Fax: 213.683.5185 |
jeffrey.heintz@mto.com | www.mto.com <file://www.mto.com>

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From: Andrew Hong
Sent: Tuesday, May 15, 2012 4:29 PM
To: Don Geisinger

Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: RE: Parcel 8-Assignment

Attachments: image001.jpg

US Generally Accepted Auditing Standards (US GAAS).

Thank you,

Andrew Hong, CIA, CISA

From: Don Geisinger
Sent: Tuesday, May 15, 2012 4:26 PM
To: Andrew Hong
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'
Subject: FW: Parcel 8-Assignment

Sorry. What is GAAS?

Don Geisinger

From: Andrew Hong
Sent: Tuesday, May 15, 2012 2:40 PM
To: Don Geisinger
Cc: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'

Subject:RE: Parcel 8-Assignment

Attachments: image001.jpg;
Critical_Differences_Between_IFRS_and_US_GAAP_Dulitz_and_Popken.pdf

Hi Don,

Attached may help you understand the difference between US GAAP and IFRS. For the impact on capital improvement, I couldn't find the difference. For the impact on lease audits, I understand our leasehold audits should be conducted according to the lease agreement. If there is no language in the lease agreement, then we may refer to US GAAP and GAAS. Depending on your subject of accounting/auditing issues, you may or may not have the impact.

Hope this will help you.

Thank you,

Andrew Hong, CIA, CISA

From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]
Sent: Tuesday, May 15, 2012 1:10 PM
To: Andrew Hong
Cc: Gary Jones; 'Heintz, Jeffrey'; Caves, Amy
Subject: Parcel 8-Assignment

Can you tell me what the difference is between gaap (generally accepted accounting principles) and International Financial Reporting Standards?

How would a choice of such standards impact:

- a) The definition of capital improvement; and
- b) Any audits that will be performed under the lease?

If you could provide an overview today, I would appreciate it.

Thanks.

Don Geisinger
Senior Real Property Agent
County of Los Angeles
Department of Beaches and Harbors
13837 Fiji Way
Marina del Rey, CA 90292
Office: (310) 305-9506
e-mail: dgeisinger@bh.lacounty <mailto:dgeisinger@bh.lacounty>

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Thursday, May 10, 2012 9:46 AM
To: Don Geisinger; Gary Jones
Cc: David Nagel
Subject: FW: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE SCHEDULE

Attachments: image001.jpg

See you Wednesday!

Thomas E. Schiff

Executive Vice President / General Counsel

DEVELOPMENT - MANAGEMENT - CONSTRUCTION

6222 Wilshire Blvd. Suite 400

Los Angeles, CA 90048

Tel: 323.556.6600, ext. 219

Fax: 323.556.6626

tschiff@decronproperties.com

www.decronproperties.com <blocked::http://www.decronproperties.com/>

From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]

Sent: Thursday, May 10, 2012 9:39 AM

To: Tom Schiff

Cc: David Nagel; Greg Campbell

Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE SCHEDULE

Confirmed

From: Tom Schiff [mailto:TSchiff@decronproperties.com]

Sent: Thursday, May 10, 2012 11:37 AM

To: Berkoff, Adam T.

Cc: David Nagel; Greg Campbell

Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE SCHEDULE

I just got off the phone with DBH. They're pressing me to know definitively because they're coordinating with four people and getting the room. Please confirm asap. Thanks.

Thomas E. Schiff

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From: Berkoff, Adam T. [mailto:Adam.Berkoff@dlapiper.com]
Sent: Wednesday, May 09, 2012 7:29 PM
To: Tom Schiff
Cc: David Nagel; Greg Campbell
Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE
SCHEDULE

OK--I will confirm, but I think it should be fine.

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Wednesday, May 09, 2012 8:55 PM
To: Berkoff, Adam T.
Cc: David Nagel; Greg Campbell
Subject: FW: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-
TENTATIVE SCHEDULE

Adam, please confirm this time will work for Archstone (Wed. May 16, 9 AM). Thanks.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger [mailto:DGeisinger@bh.lacounty.gov]

Sent: Thursday, May 10, 2012 7:30 AM

To: Don Geisinger; 'Tom Schiff'; 'Heintz, Jeffrey'; Caves, Amy; Gary Jones

Cc: 'David Nagel'; Naomi Guzman

Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE SCHEDULE

This e-mail is to confirm that the 2nd floor conference room at the DBH Administration Building has been reserved for next Wednesday, May 16, 2012 from 9:00 am-12:00 pm.

Don Geisinger

From: Tom Schiff [TSchiff@decronproperties.com]

Sent: Wednesday, May 09, 2012 6:54 PM

To: Don Geisinger; 'Heintz, Jeffrey'; 'Caves, Amy'; Gary Jones

Cc: David Nagel; Naomi Guzman

Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors-TENTATIVE SCHEDULE

Attachments: image001.jpg

It works for me. I'll check with Team Archstone.

Thomas E. Schiff

Executive Vice President / General Counsel

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Greg Campbell

Group Vice President, Acquisitions & Dispositions

Archstone

3 MacArthur Place, Suite 600

Santa Ana, CA 92707

gcampbell@archstonemail.com / (714) 689-7093

From: Don Geisinger

Sent: Wednesday, May 09, 2012 5:02 PM

To: Gary Jones; 'Heintz, Jeffrey'; 'Caves, Amy'

Subject:FW: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors

Attachments: image001.jpg

Please see below. It appears as if next Wednesday is preferred but Monday is also available. No times were specified.

Please let me know your availability.

Don Geisinger

gcampbell@archstonemail.com / (714) 689-7093

From: Tom Schiff [TSchiff@decronproperties.com]
Sent: Wednesday, May 09, 2012 10:07 AM
To: Don Geisinger
Cc: David Nagel
Subject: FW: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors

Attachments: image001.jpg

Don, please see below. 1st choice for the meeting would be Wednesday May 16, with the 2nd choice being Monday May 14. Please let us know what works for the County. Thanks.

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Campbell, Greg [mailto:GCampbell@archstonemail.com]
Sent: Wednesday, May 09, 2012 9:41 AM
To: David Nagel; Tom Schiff; Kevin Green; Greg Harris
Cc: Berkoff, Adam T.; Hall, David; Ruby, Rick; Peppercorn, Mark
Subject: RE: Bay Club / Archstone - meeting with the Dept of Beaches and Harbors

I just spoke with our counsel. The preferred day would be next Wednesday, but Monday would also work.

Greg Campbell

Group Vice President, Acquisitions & Dispositions

Archstone

3 MacArthur Place, Suite 600

Santa Ana, CA 92707

gcampbell@archstonemail.com / (714) 689-7093

From: Don Geisinger
Sent: Monday, May 07, 2012 11:31 AM
To: 'Caves, Amy'
Subject: FW: Bay Club

Attachments: Bay Club--Exhibit C; Bay Club--Exhibit A; Bay Club--Exhibit B; Bay Club; image001.jpg

Please review the e-mail below. Also, the 4th attachment [Bay Club (2MB)] appears to be the cover letter that sets forth what Archstone is seeking. Reading it will provide a short cut. The first attachment [Bay Club-Exhibit C (996 KB)] contains the Amended and Restated Lease and a blackline version thereof.

Don Geisinger

From: Gary Jones
Sent: Monday, May 07, 2012 9:53 AM
To: Don Geisinger
Subject: FW: Bay Club

Attachments: image001.jpg; Bay Club--Exhibit C; Bay Club--Exhibit A; Bay Club--Exhibit B; Bay Club

Amy should also attend. I spoke with her this morning about it.

Gary

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, May 03, 2012 4:50 PM
To: Don Geisinger; Gary Jones
Cc: David Nagel; Berkoff, Adam T.
Subject: Bay Club

Gary and Don, as you know, we've been in discussions with Archstone about a possible assignment of the Bay Club leasehold. Archstone has requested a meeting to be held at DBH among Archstone, DBH and us to discuss the possible assignment, the exercise of the option, the restated lease, and related matters. Please see the attached letter from their counsel Adam Berkoff as well as the three attached emails that contain the exhibits referenced in Adam's letter.

Please call me to discuss setting up a meeting, including possible times and your thoughts as to the personnel who should attend.

Yours,

Tom

Thomas E. Schiff

Executive Vice President / General Counsel

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From: Don Geisinger
Sent: Monday, May 07, 2012 9:29 AM
To: 'Heintz, Jeffrey'
Cc: Gary Jones; Matthew Kot
Subject: FW: Bay Club

Attachments: Bay Club--Exhibit C; Bay Club--Exhibit A; Bay Club--Exhibit B; Bay Club; image001.jpg

Dear Jeff,

You told me in prior discussions that you have been in more or less regular contact with the Archstone attorneys. Notwithstanding this, I see that you have not been cc'ed on the e-mail below (along with the attachments) so I am forwarding you it (along with the attachments) to you for your review.

I have some questions about the lease but the issues that will delay any finalizing of the lease agreement will be receiving approval to change the easements. We will have to have DPW review and approve. From my experience, that will take several months.

Let me know if you need any additional information.

Thanks.

Don Geisinger

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, May 03, 2012 4:50 PM
To: Don Geisinger; Gary Jones
Cc: David Nagel; Berkoff, Adam T.
Subject: Bay Club

Gary and Don, as you know, we've been in discussions with Archstone about a possible assignment of the Bay Club leasehold. Archstone has requested a meeting to be held at DBH among Archstone, DBH and us to discuss the possible assignment, the exercise of the option, the restated lease, and related matters. Please see the attached letter from their counsel Adam Berkoff as well as the three attached emails that contain the exhibits referenced in Adam's letter.

Please call me to discuss setting up a meeting, including possible times and your thoughts as to the personnel who should attend.

Yours,

Tom

Thomas E. Schiff

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From: Gary Jones

Sent: Monday, May 07, 2012 8:39 AM

To: Don Geisinger

Subject: FW: Bay Club

Attachments: image001.jpg; Bay Club--Exhibit C; Bay Club--Exhibit A; Bay Club--Exhibit B; Bay Club

Don,

I think at a minimum Jeff, you and I should attend. Please discuss with Tom and I can arrange via Yeni/Naomi. Thanks,

Gary

From: Tom Schiff [mailto:TSchiff@decronproperties.com]
Sent: Thursday, May 03, 2012 4:50 PM
To: Don Geisinger; Gary Jones
Cc: David Nagel; Berkoff, Adam T.
Subject: Bay Club

Gary and Don, as you know, we've been in discussions with Archstone about a possible assignment of the Bay Club leasehold. Archstone has requested a meeting to be held at DBH among Archstone, DBH and us to discuss the possible assignment, the exercise of the option, the restated lease, and related matters. Please see the attached letter from their counsel Adam Berkoff as well as the three attached emails that contain the exhibits referenced in Adam's letter.

Please call me to discuss setting up a meeting, including possible times and your thoughts as to the personnel who should attend.

Yours,

Tom

Thomas E. Schiff

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From: Don Geisinger

Sent: Monday, April 16, 2012 5:41 PM

To: Jules Treffer

Subject: RE: P8-proceeds from any sale or transfer prior to exercising the Option-query/update

Attachments: image001.jpg

It probably will not happen until someone forces the issue, probably around July 1st.

Don Geisinger

From: Jules Treffer

Sent: Monday, April 16, 2012 5:30 PM

To: Don Geisinger

Subject: P8-proceeds from any sale or transfer prior to exercising the Option-query/update

Hi Don,

Anything new on this? I know we received the \$100K Option renewal fee 10/2011.

Recommendation: Find that the Board has previously considered and adopted the Mitigated Negative Declaration for the Marina Bay Club Apartments and Marina lease extension and renovation project (Parcel 8T); authorize the Mayor to sign the Renewal of Option to Amend Lease Agreement, granting: a)

an extension of the Option for 18 months to December 8, 2012, upon payment by NF Marina, LP of an additional non-refundable \$100,000 extension fee; and
b) the County the right to participate in the proceeds from any sale or transfer of the property prior to the Lessee's exercising the Option.

Thank you

Jules Trefler, Senior Real Property Agent

Asset Management Division

County of Los Angeles

Department of Beaches and Harbors

13837 Fiji Way

Marina del Rey, CA 90292

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